

Exhibit 54

To: Ozuna, Robyn[Robyn.Ozuna@anadarko.com]
Cc: Meyer, Frank[Frank.Meyer@anadarko.com]
From: Pachman, Jeff[/O=APC/OU=DOMESTIC/CN=RECIPIENTS/CN=WGV237]
Sent: Thur 5/5/2016 1:59:36 PM Coordinated Universal Time
Subject: RE: Shenandoah Pref Right

I will get back with you on the value of the leases Venari will be assigning to Anadarko.

From: Ozuna, Robyn
Sent: Thursday, May 05, 2016 8:35 AM
To: Pachman, Jeff
Cc: Meyer, Frank
Subject: RE: Shenandoah Pref Right

Jeff, thanks so much for getting back to me yesterday. Could I get a copy of the agreement(s) for this arrangement? Also, if it's not detailed in the agreement, what is the fair market value of the leases Venari is assigning to Anadarko?

Thanks again,
Robyn

From: Pachman, Jeff
Sent: Wednesday, May 04, 2016 1:37 PM
To: Ozuna, Robyn
Cc: Meyer, Frank
Subject: Fwd: Shenandoah Pref Right

Robyn,

Anadarko did exercise its preferential right. However, in lieu of agreeing to accepting our proportionate share of 7.5%, we made a side deal with Venari to where we are only receiving (from Marathon) 3% (Venari will get 7%).

As consideration for allowing Venari to purchase more interest than what is prescribed for in the UOA, Venari agreed to assign Anadarko certain interests in unrelated leases in the deep water.

Sent from my iPhone
Begin forwarded message:

From: "Meyer, Frank" <Frank.Meyer@anadarko.com>
Date: May 4, 2016 at 1:29:04 PM CDT
To: "Ozuna, Robyn" <Robyn.Ozuna@anadarko.com>
Cc: "Pachman, Jeff" <Jeff.Pachman@anadarko.com>
Subject: RE: Shenandoah Pref Right

Robyn
Jeff Pachman is working this and can provide more insight on status. He's out today but back tomorrow.
Thanks
Frank

From: Ozuna, Robyn
Sent: Wednesday, May 04, 2016 1:25 PM
To: Meyer, Frank
Subject: Shenandoah Pref Right

Hi Frank – The DW Americas Weekly Report for 4.21.2016 mentioned that there was a meeting with the EC on 4.25 to recommend exercise of preferential rights to purchase proportionate share of Marathon's 10% working interest in Shenandoah. Do you know if this was approved, or who the best contact would be for this?

Thanks,

Robyn Ozuna
Anadarko Petroleum Corporation
Accounting Advisor, Accounting Research & Policy
Phone: 332.636.2758
E-mail: robyn.ozuna@anadarko.com

Exhibit 55

To: Smith, Brandon[Brandon.Smith@anadarko.com]; Ozuna, Robyn[Robyn.Ozuna@anadarko.com]; Sease, Diane[Diane.Sease@anadarko.com]; Capstin, Kim [Kim.Capstin@anadarko.com]
Cc: Meyer, Frank[Frank.Meyer@anadarko.com]
From: Pachman, Jeff[O=APC/OU=DOMESTIC/CN=RECIPIENTS/CN=WGV237]
Sent: Fri 5/6/2016 8:20:50 PM Coordinated Universal Time
Subject: Shenandoah Venari Pref-Right Deal

As a result of our pref-right arrangement w/Venari with regard to Marathon's sale of its 10% interest in Shenandoah, Venari will be assigning Anadarko (i) 30% interest 11 leases in and to their Bevo Prospect; (ii) 60% interest in 2 leases in their IPA Prospect; and (iii) 75% interest in 4 leases in and around our Matador Prospect. The fair market value being assigned to each of these leases, as said fair market value equates to the working interest being assigned to Anadarko in each, is being based upon the original lease bonus paid, as follows:

BEVO PROSPECT:

Area & Block	Net Anadarko Book Value	Lease Expiration Date
GC 752	\$ 369,750	2020 + 3
GC 753	\$ 369,750	2020 + 3
GC 794	\$ 213,008	2019 + 3
GC 796	\$ 175,470	2017 + 3
GC 797	\$ 213,008	2019 + 3
GC 837	\$ 121,950	2019
GC 838	\$ 77,610	2019
GC 839	\$ 169,470	2020
GC 840	\$ 213,008	2022
GC 881	\$1,561,500	2019
GC 884	\$ 213,008	2022

IPA PROSPECT

Area & Block	Net Anadarko Book Value	Lease Expiration Date
WR 56	\$ 426,015	2022
WR 100	\$7,504,928	2022

MATADOR PROSPECT AREA

Area & Block	Net Anadarko Book Value	Lease Expiration Date
GC 224	\$ 761,625	2020 + 3
GC 753	\$ 761,625	2020 + 3
GC 794	\$ 761,625	2020 + 3
GC 796	\$ 761,625	2020 + 3

In regard to Matador, as a reminder, simultaneous to being assigned 75% in these four (4) leases from Venari, Anadarko will assign 25% to Venari in Anadarko's existing Matador leases, namely GC 222, and 223.

The effective date of all of the assignments will be May 1, 2016.

Should you have any questions or need any additional information, please let me know.

Exhibit 56



David M. Minces
Board Certified Labor & Employment Law
Texas Board of Legal Specialization

May 9, 2016

**Exhibit
355**

Andrew Ceresney, Director
SEC Office of the Whistleblower
100 F Street NE
Mail Stop 5631
Washington, DC 20549

Mr. Shamoil Shipchandler
Regional Director
801 Cherry Street
Suite 1900, Unit 18
Fort Worth, TX 76102

Re: Lea Frye | Summary of Dodd-Frank Act Violations by Anadarko

Dear Mr. Ceresney and Mr. Shipchandler:

I am writing on behalf of my client, Lea Frye. Attached to this letter is a lengthy letter summarizing the specific ways that Anadarko executives have violated the Dodd-Frank Act. Below is a summary of the contents of the letter in hopes that the more detailed letter will be an easier read once you have a summary of its contents.

EXECUTIVE SUMMARY

What follows is a classic case of company executives achieving financial gains through the manipulation and falsification of information provided to shareholders. The evidence provided in the attached letter is detailed and specific, utilizing original source documents and emails to build a case that we believe demands the attention of the Commission.

The source documents are full of industry and company-specific lingo, as well as complicated scientific terminology. However, Ms. Frye is committed to helping the Commission understand that terminology and its significance with regard to Anadarko's actions, and the attached letter is a starting point. Because of her education, training, experience and insider knowledge, Ms. Frye is willing and able to provide context regarding the roles of those involved (and their agendas) and guide the Commission to the location and sources of additional evidence.

Anadarko Petroleum Corporation ("Anadarko") is recognized in the oil and gas industry for its expertise on the exploration side of the business. As with other exploration companies, Anadarko places a premium on developing "Resources," which is the industry term used to describe new oil and gas finds that have not yet been developed into "Proven Reserves." As you are no doubt aware, resources are a key measure that investors use to calculate the expected financial return of the company. In general, changes in stated resources lead directly to changes in the price of the exploration company's stock.

6750 West Loop South, Suite 616 | Bellaire, TX 77401 | (t): 346-701-8563 | (f): 713-583-9795
www.mincespllc.com

SEC Office of the Whistleblower

May 9, 2016

Page 2 of 4

Because of the importance of resources to investors, there are very clear and specific industry guidelines that mandate the manner in which resources must be assessed and calculated. Aware of this and hoping to convey a commitment to law-abiding transparency, Anadarko publishes its own guidelines on the reporting of resources, with an obvious goal of assuring investors that they can have confidence in the accuracy and scrupulousness with which Anadarko reports on its resources.

For the past two years, this has not happened. As the attached letter explains in detail, Ms. Frye is aware of many examples in which Anadarko intentionally disregarded the applicable guidelines. The effect was a years-long overstatement of resources by several billion dollars. Ms. Frye has the specific information that proves this, as the attached letter discusses in more detail.

A. Anadarko's reporting on the Shenandoah Basin project

In 2013, Anadarko drilled an exploratory in the Shenandoah Basin that was nicknamed "Shen 2". It was a follow-up to the modestly encouraging "Shen 1" well, which found approximately 300 feet of oil-bearing deposits in the same geological formation.

The Shen 2 well was by all standards a very good well, in that it found oil deposits that were over 1000 feet thick. However, the Exploration Vice President in charge of the project (Ernie Leyendecker) decided, based on this single well, to announce that Anadarko had just made one of the largest new oil discoveries ever made in the Gulf of Mexico. He justified this proclamation by claiming that the entire large surrounding area (often referred to as "The Shenandoah Basin") was expected to be as good as or better than the well that was just drilled.

Mr. Leyendecker's staff produced an analysis determining that the company had added approximately 1200 million gross barrels of oil equivalents (MMBOE, explained in detail below). This unsupportable optimism was then incorporated into materials that Senior Vice President of Exploration Bob Daniels delivered to investors in many different venues and formats. Unfortunately, as we describe in detail, this valuation was essentially a sham, and the supporting analysis violated most of the guidelines in place for accurate reporting of resources.

B. Internal feedback ignored

Those who reported to Mr. Leyendecker and supported the inflated numbers were typically promoted. Those (such as Ms. Frye) who honestly evaluated the data, adhered to the applicable protocols for estimating the resource value (which led to far more modest projections) and spoke up were bullied, intimidated, and shut out of meetings that they were supposed to attend.

SEC Office of the Whistleblower

May 9, 2016

Page 3 of 4

When individuals (including but not limited to Ms. Frye) from other parts of the company were vocal about the need to report more accurately about the Shenandoah resource, Anadarko's RCT team was enlisted. This team consists of experts from other parts of the company that review the methods used to report on resources. In other words, they serve an internal audit function, and they were specifically asked to examine the Shenandoah project and more specifically the size of the Shenandoah resource. Their feedback was also ignored.

After reviewing the available geological data that Anadarko possessed, the RCT team was very clear in finding that the resource claims made by exploration executives needed a significant downward adjustment. While internal estimates of the find have since been lowered—with additional data from subsequent wells continuing to indicate a much smaller potential for the basin—Anadarko has never gone back to investors to correct the initial inflated values that were represented to the public. In fact, in subsequent investor calls, Senior Vice President of Exploration Bob Daniels has done the opposite, reassuring investors with statements indicating that in terms of Shenandoah, “everything was still coming in according to our initial estimates.” This and other examples are discussed in chronological fashion in the attached letter, which is amply supported by internal Anadarko documents and publicly-available information.

C. Insider trading suspected

It also warrants mention that since the announcement of the Shen 2 well results, Senior Vice President of Exploration Bob Daniels has sold over \$12 million of his Anadarko stock (NYSE: APC). He should be well aware of the internal evidence that the field is not likely to be nearly as valuable as he has stated to shareholders, yet he has clearly profited from selling stock to buyers who were not privy to these facts. The stock sales of Ernie Leyendecker are not publicly available, but we suspect that he too has profited from selling Anadarko stock at just the right time with the benefit of inside information. Accordingly, we hope the Commission will investigate this.

D. Effect on Lea Frye's life

The events of the past two years have taken a considerable toll on Ms. Frye and her family. Repeatedly, she tried to get Anadarko to follow ethical procedures. The stress at work was compounded by stress at home. Ms. Frye gained 35 pounds and endured constant pain in her back and neck. She could no longer get consistent, restful sleep, in part because of work-related anxiety and fear and in part because of physical discomfort.

SEC Office of the Whistleblower

May 9, 2016

Page 4 of 4

All of this led to depression and damage to Ms. Frye's most important relationships. She would come home from work exhausted—not from arduous work or long hours, but rather from the weight and fatigue of wondering when the other shoe might drop and what life might look like when that happens. Her teenage son began to struggle academically and became angry, withdrawn and depressed himself as he watched his mother's overall well-being deteriorate. Her marriage suffered, and tensions grew to a point that her husband ultimately cornered her to ask "What is it going to take to get my wife back?"


Ms. Frye is currently on extended medical leave as a result of depression and anxiety. However, her condition is improving, and she is ready to expose the truth.

E. In-person meeting requested

While much evidence is presented in the attached letter, Ms. Frye would appreciate the chance to provide the Commission with her personal narrative, and she will gladly be a resource who can provide investigators with the questions to ask and the names of the people who should answer them. She can tell you where to find evidence and who will validate the data she has provided. If the Commission will allow it, Ms. Frye can make its job easier and help prevent others from being harmed by Anadarko's fraud. To that end, we would appreciate the chance to meet with Commission investigators as soon as possible.

We appreciate your attention to the information Ms. Frye has provided, and we ask that you look into this situation with the utmost urgency.

Respectfully,



David M. Minces



David M. Mince
Board Certified Labor & Employment Law
Texas Board of Legal Specialization

May 9, 2016

Andrew Ceresney, Director
SEC Office of the Whistleblower
100 F Street NE
Mail Stop 5631
Washington, DC 20549

Mr. Shamoil Shipchandler
Regional Director
801 Cherry Street
Suite 1900, Unit 18
Fort Worth, TX 76102

Re: Lea Frye | Violations of Law by Anadarko

Dear Mr. Ceresney and Mr. Shipchandler:

I am writing on behalf of my client, Lea Frye, who has been placed in a very difficult position by Anadarko Petroleum Company ("Anadarko") through no fault of her own. Ms. Frye has felt trapped in a difficult predicament, and she is no longer willing to remain quiet about violations of law that have affected her life and career and threaten to harm many others.

This letter is lengthy in order to provide the Commission with sufficient information to perform a targeted investigation.

OVERVIEW

In recent years, Lea Frye has witnessed an ongoing pattern of corporate fraud at the highest levels of Anadarko. As the size and dollar value of this fraud has grown, Ms. Frye has become increasingly uncomfortable and has realized that if she remains silent, she risks being perceived as a participant. Accordingly, she has asked us to write in hopes that the Commission will conduct a thorough investigation.

Since joining Anadarko in October 2005, Ms. Frye has consistently proven herself to be an exemplary performer. She and other Reservoir Engineers provide reservoir engineering support for Anadarko's deepwater development teams in the Gulf of Mexico. More specifically, Ms. Frye's team provides data that is then ostensibly used to provide economic evaluations of prospective resources to determine whether to move a project forward to production or not.

In 2014, Ms. Frye began to work on evaluating the Shenandoah discovery, which is located in Walker Ridge in the Gulf of Mexico. At this time, the Shenandoah project still resided with Anadarko's exploration team for funding of appraisal wells targeted to better define resource potential.

6750 West Loop South, Suite 616 | Bellaire, TX 77401 | (t): 346-701-8563 | (f): 713-583-9795
www.mincespllc.com

SEC Office of the Whistleblower

May 9, 2016

Page 2 of 24

During this period, Ms. Frye and others on the development team furnished data that was ignored and/or manipulated by exploration executives in order to paint a rosy outlook for investors, partners and the general public regarding the Shenandoah project. Economic projections were made with selective disregard for the hard data and scientific analysis Ms. Frye and others are paid to provide. The result is what has now become a large-scale fraud that Ms. Frye intends to stop before significant harm is done.

As you consider the facts, please know that this is not a letter written by a subpar employee with an axe to grind or a job to save. In fact, the opposite is true. Ms. Frye is a stellar employee, and this cannot be legitimately disputed. Every one of her performance evaluations proves that her work always meets and often exceeds expectations.¹ Regrettably, Anadarko sought her expertise and then buried her findings because those findings were inconsistent with the desired narrative.

TIMELINE OF EVENTS

A. Anadarko's pledged allegiance to accurate reporting

Anadarko's 2012 Reserves and Resources Manual promises strict adherence to the laws that govern the reporting of oils and gas reserves and resources. The following excerpt is noteworthy:

The Anadarko Petroleum Corporation (Anadarko) Reserves and Resources Manual is provided as a comprehensive reference guide to assist company personnel and ensure accuracy and consistency in estimating and reporting Anadarko's oil and natural gas Reserves and potential Resources. The manual contains federal guidance and our company policies for properly estimating and assigning Proved, Probable, and Possible Reserves, as well as Contingent Resources. Following these policies, procedures and guidelines, will provide confidence to managers, technical staff, controllers, investors and government agencies that Anadarko's reported Reserves and Resources represent our best estimates in compliance with the appropriate rules and regulations. It is Anadarko's policy to strictly adhere to the U.S. Securities and Exchange Commission (SEC) regulations and SEC staff interpretations for all estimates of Proved, Probable, and Possible Reserves. ... As SEC guidance is not provided for Contingent and

¹ For example, in her 2014 and 2015 evaluations, Ms. Frye received an overall score of A1 (usually exceeds but always meets performance standards). See Exhibit 5. In 2012, she received an E1—a rare feat that illustrates unusual excellence. Ms. Frye has never once been disciplined for misconduct, rules violations or any performance deficiency.

SEC Office of the Whistleblower

May 9, 2016

Page 3 of 24

Prospective Resources except indirectly, the Society of Petroleum Engineers (SPE) 2007 Petroleum Resources Management System (PRMS) guidelines are utilized unless SEC guidelines take precedence.²

The above statements in the Manual are important because they promise that Anadarko will report about its reserves and resources with the kind of integrity, accuracy and transparency the law requires.

B. New oil discovered in Walker Ridge 51 and 52

In 2009, Anadarko announced a new oil discovery in the area known as Walker Ridge 51 and 52. The Shenandoah 1 well (“Shen 1”) found a section of porous rock (referred to in industry lingo as “reservoir sand”) that for a vertical depth of around 300 feet contained oil that could be recovered. This was accurately reported to the public as an encouraging find.

C. The Shen 2 well

Following the success of Shen 1, surveys of the surrounding area indicated geological features that could contain oil in this area in significant quantities, so a second exploratory well was drilled that became known as Shenandoah 2 (“Shen 2”). This well—located in Walker Ridge, Block 51—was also a success, prompting Vice President of Deepwater and International Exploration Bob Daniels to describe it as “one of Anadarko’s largest oil discoveries in the Gulf of Mexico,” the success of the well was attributed to rock and fluid properties that were “of much higher quality than previously encountered by the industry in Lower Tertiary discoveries.”³

D. Exploration goal: 800+ MMBOE

In March 2013, Anadarko held an investor relations conference. During the investor relations conference call, those in attendance were informed of the exploration goal of delivering “800+ Million Barrels of Oil Equivalents (MMBOE).”⁴ This statement is significant not because it is evidence of wrongdoing but rather because it created internal pressure and therefore an incentive to exaggerate.

² See Exhibit 2, Reserves and Resources Manual (2012).

³ Press Release, Anadarko, Anadarko Announces Shenandoah Appraisal Well Encounters More Than 1,000 Net Feet of Oil Pay (Mar. 19, 2013) (on file with author).

⁴ See Exhibit 3, Delivering Differentiating Value (Mar. 13, 2012), p. 7 (“Creating Value Through Exploration”).

E. Shen 2 and the March 19, 2013 Press Release (Shen 2)

On March 19, 2013, Anadarko issued a press release about the results of its Shen 2 well: recoverable oil over 1000 feet vertically of the rock formation.

While this was a very good result for a single well, Anadarko executives claimed “Net Risked Resources” (~300 MMBOE) that were overly optimistic. To justify that number, they had to “draw a small fault” around the Shen 1 well, claim the wells were not connected, and then further assume that the vast majority of the geological structure thought to contain oil would be identical to what had been found in the Shen 2 well. This approach was inconsistent with sound science.

Geological faults are important features in oil exploration, since the amount of oil found (and the ability to extract that oil) can change dramatically when a fault line is encountered. In this case, there was no geological evidence to suggest a fault. Nevertheless, Anadarko executives decided to draw a fault line around the Shen 1 well to indicate a small area where the oil was only 300 feet deep.

The calculated purpose of this exercise was to justify *assuming* that the rest of the feature had uniformly deep oil deposits. Intriguingly, completed geological survey work suggested numerous other faults throughout the structure, yet no mention of those faults was made. The significance of this becomes clear after considering the events that followed.

F. January 2014: Lea Frye asked to help develop field

In January 2014, Ms. Frye moved from the Eastern Gulf Of Mexico Development group to lead the Shenandoah Pre-Development group, which reported to Pat McGrievy. Her role was to coordinate subsurface efforts with facility efforts to evaluate multiple development scenarios incorporating uncertainty in resource size and recovery, based on different drive mechanisms. At the time, the project was still in the appraisal phase and was being funded by the exploration team.

Among the tasks assigned to Ms. Frye was to run economics. Thus, in anticipation of an upcoming meeting to discuss the project, Executive Vice President of Deepwater and International Development Jim Kleckner asked Ms. Frye to develop an economic model that summarized the development team’s view of the Shenandoah prospect for an offsite development and exploration meeting.

Specifically, Ms. Frye was asked to focus on current perceived value and any associated risks to that value for Shenandoah. The goal was to use her model to assist the Executive Committee in establishing budgets for the following year, in order to maximize shareholder value.

G. The February 2014 meeting

On February 19, 2014, a meeting was convened. Along with Ms. Frye, the following people attended the meeting:

- Darrell Hollek (Senior VP Gulf of Mexico and International Development)⁵
- Ernie Leyendecker (VP Gulf of Mexico Exploration)⁶
- David Blakeley (Manager Gulf of Mexico Exploration Engineering)
- David O'Brien (Business Advisor)⁷
- Pat McGrievy (General Manager, DWGOM)

During the meeting, Ms. Frye presented the economics based on all known information about the field. The information she provided was derived by utilizing industry best practice modeling and sensitivity analysis, with input from multiple team members on the integrated project team. Her analysis indicated that the available resources were likely much smaller than exploration was claiming.

Some did not like Ms. Frye's feedback, even though her findings were developed utilizing best estimates for oil in place, recovery and costs to develop the field. Her feedback did not mirror the overly optimistic claims made by the exploration side of the business, so Mr. Leyendecker became visibly agitated. He viciously berated Ms. Frye during the meeting because her findings were inconsistent with the optimistic message he preferred. He directed the following derisive remarks at Ms. Frye:

- "You do not know anything."
- "I have worked the Gulf of Mexico longer than you."
- "This is the best field ever. . . . it is as good as Troika."

Ms. Frye's methods were sound, and these statements were at odds with the hard data. As an engineer, Mr. Leyendecker should have known this. As a reminder, Ms. Frye had been recruited to the Shenandoah project *because* of her expertise.

⁵ Mr. Hollek's current title is Senior Vice President, On Shore Development.

⁶ Mr. Leyendecker has since been promoted to Senior Vice President, International Deepwater Exploration.

⁷ Mr. O'Brien has since been promoted to the position of General Manager, Delaware Basin--Growth & Technology.

SEC Office of the Whistleblower

May 9, 2016

Page 6 of 24

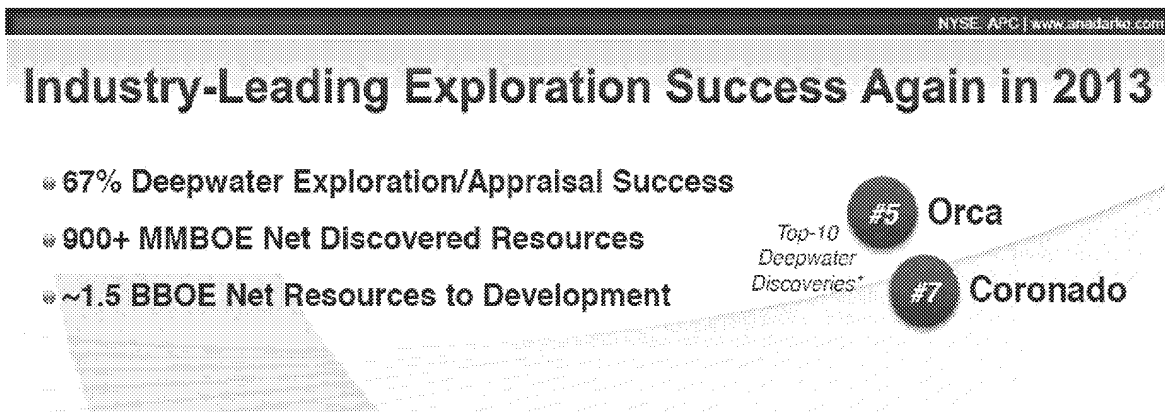
The February 19, 2014 meeting was Ms. Frye's first knowledge of a developing culture within Anadarko's exploration team. Mr. Leyendecker and other executives did not want to hear anything about the Shenandoah project that did not align with their desired outcome.

During the ensuing months, it became clear that leaders of the exploration team did not want Ms. Frye to talk about obstacles such as faulting, lower than ideal recovery factors and increased technology costs because these rather fundamental considerations—if accounted for honestly—would reduce value projections.

H. March 4, 2014: Inflated numbers published to shareholders

On March 4, 2014, shareholders were presented with inflated information about Anadarko's exploration successes in 2013. For example, the slide show used during the 2014 Investor Conference provided a forecast that was far too optimistic given the science. Slides 74 and 75 approximated "900+ MMBOE in net discovered resources," even though that figure was predicated in part on the grossly overstated Shenandoah resource.⁸ True and correct copies of slides 74 and 75 are pasted below and on the following page:

Slide 74

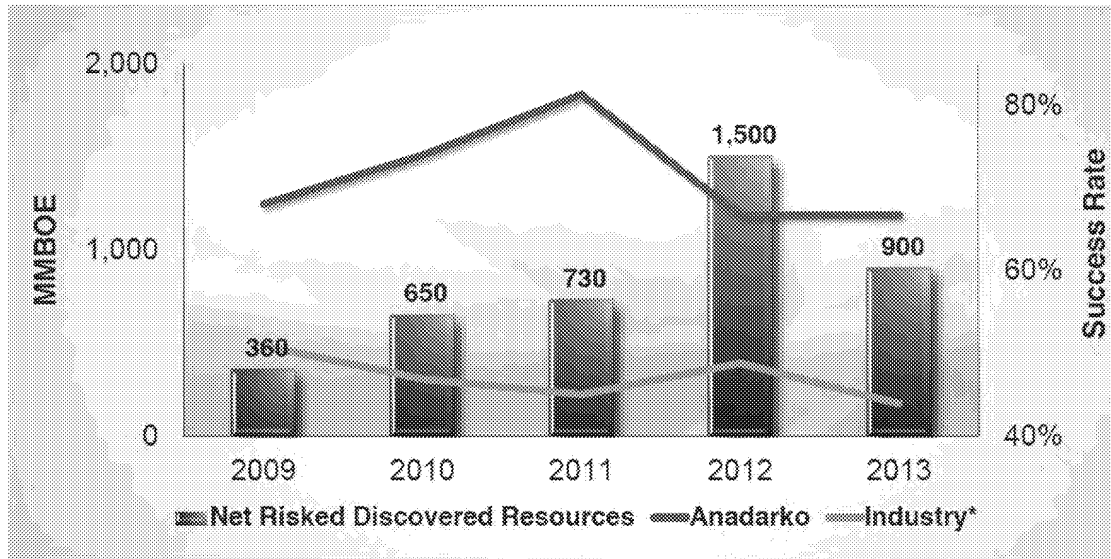


⁸ See Exhibit 4, prospectus entitled "2014 Anadarko Investor Conference," slides 74-75.

SEC Office of the Whistleblower
May 9, 2016
Page 7 of 24

Slide 75

Consistent Outperformance vs. Industry Average



Slide 83 from the March 2014 presentation to shareholders was also misleading. It quantified the size of the exaggeration in dollar figures, advising investors that the Shenandoah Basin was a “\$2-\$4 billion dollar net opportunity.”⁹ A cut and paste of Slide 83 is pasted on the following page.

⁹ See Exhibit 4, slide 83.

SEC Office of the Whistleblower

May 9, 2016

Page 8 of 24

Slide 83

Shenandoah Basin: ~\$2 - \$4 Billion Net Opportunity• **Emerging Giant Resource**• **Significant Value Creation**

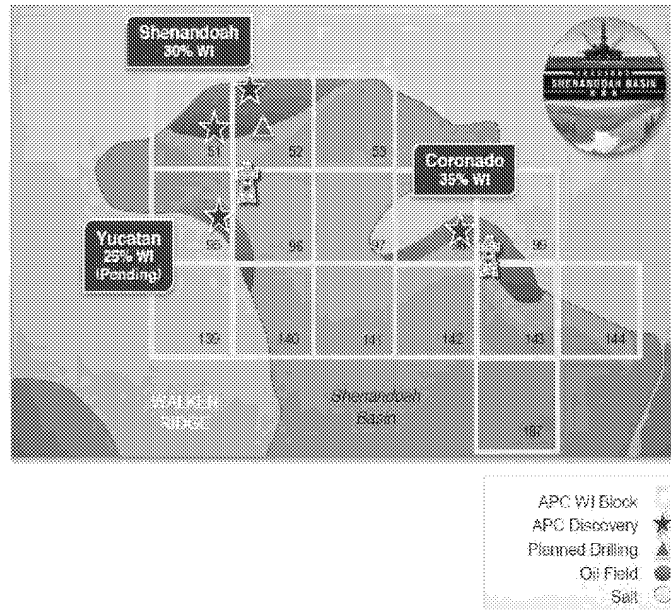
- Less than \$300 Million Net Investment Through 2013

• **Excellent Transmissibility**

- Permeability
- Thickness
- Fluid Viscosity

• **Strategic and Expanding Position in Basin**• **2014 Planned Activity**

- Drill 3 - 4 Appraisal Wells



A few months after the March 2014 Investor Conference, the development team valued the Shenandoah resource at \$1.1 billion. Thus, the exploration team's inflated value was an overstatement ranging from 82% (at \$2 billion) to 264% (at \$4 billion). Further, the overstated value was compounded by Anadarko's understatement of the net capital required to develop the resource.

Misrepresentations such as this were not innocent. By March 2014, Ms. Frye had spent significant time working with exploration staff to demonstrate how proper use of modeling the available geological information required far lower projections of recoverable oil. She explained why faults crossing the geological feature indicated that without further appraisal wells, assuming such a large quantity of recoverable oil was inconsistent with scientific data and therefore inappropriate.

Numerous internal documents incriminate Anadarko, some of which are attached to this letter and others of which are not but can be provided by Ms. Frye and/or obtained from Anadarko.

I. Shen 3

Following the success of the Shen 2 well, drilling of the Shenandoah 3 (“Shen 3”) well began in the second quarter of 2014. While Shen 3 was also located in Walker Ridge (Block 52), it was quickly apparent that Shen 3 did not have the promise of Shen 2. Shen 3 was a “wet well” that did not reveal the presence of hydrocarbons (oil and gas).¹⁰ Despite this, Anadarko executives elected to ride the wave of Shen 2 knowing the general public would accept distorted findings and projections based on the success of Shen 2. However, Shen 3 was nothing like Shen 2.

Even though Shen 3 was a wet well, the exploration team described it as successful in terms similar to those used to describe Shen 2. They did this in part by redefining the criteria by which resource capacity is projected. Aware that Shen 3 had the same sands (porous rock structure that can hold recoverable oil) that were present in Shen 2, the exploration team analogized Shen 3’s resource projections to those of Shen 2. In doing this, they ignored the findings of Ms. Frye and other engineers, even though these persons’ expertise is superior to theirs and even though the exploration team’s projections were in contravention of Anadarko’s published standards.

The calculated strategy of the exploration team can be accurately described as “piggybacking.” They deliberately manipulated the facts (and more specifically what *was* and *was not* known about Shen 3) and redefined the criteria for optimism when the facts did not match the desired outcome. For example, the exploration team defined oil-water contacts by incorrectly using pressure data obtained from Shen 2 and Shen 3 even though Shen 3 was two miles away from Shen 2, and seismic data indicates a discontinuity (faulting) between the wells that renders projections of oil-water contacts flimsy and unscientific. The development team (primarily Ms. Frye) pointed this out, but their feedback was ignored.

As the exploration team knows, even reliable pressure data is not by itself a definitive indicator of resources. The farther apart two wells are, the less likely the resources in one are cause for optimism in the other. Additionally, while pressure data is one indicator of what is in the well, such data must be considered in conjunction with other mitigating factors.

When projecting the resources in Shen 3, the exploration team looked at pressure data in a vacuum, even though legitimate projections require consideration of all relevant data. For example, Ms. Frye and other development team members identified a rather obvious fault between Shen 2 and Shen 3 that was visible in oil-based microimaging (OBMI). Executives on the exploration team ignored this and then made overly optimistic resource projections as if this information did not exist.

¹⁰ A “wet well” is often referred to in the oil and gas industry as a “dry hole.”

SEC Office of the Whistleblower

May 9, 2016

Page 10 of 24

In reality, the proven existence of this fault meant that oil-water contacts could not be extrapolated from data obtained from Shen 2 and Shen 3.¹¹ Rather, all that could be confirmed from the data in Shen 3 was the highest known water point for the Shen 3 fault block and a lowest known oil point for the Shen 2 fault block.¹² The unlawful, unscientific extrapolation simply ignored the fault, and in doing so overstated the size of the resource in the Walker Ridge Basin.

J. Shen 4

As with Shen 3, the anticipated size of the Shenandoah 4 (“Shen 4”) resource was exaggerated beyond what the science supports. This well was started in the middle of 2015, and drilling was completed at the end of the year.

(1) Walker Ridge 51 #3

The well involved multiple penetrations for diagnostic purposes. The first was Walker Ridge 51, #3. This penetration revealed salt, with no discernible sand. Salt is a rock structure that can never yield oil. Further, a portion of the area previously defined as hydrocarbon-bearing is no longer there. Accordingly, the reported size of the resource must necessarily shrink as a matter of established science.

(2) Sidetrack well (Walker Ridge 51 #3 ST #1)

The purpose of a sidetrack well is to gain a broader understanding of the size of the resource. Here, the sidetrack well was drilled in order to get away from the salt in the original well in hopes of finding hydrocarbon-bearing sands.

The well did find hydrocarbon in the range of 600+ vertical feet. While still significant, the well was not equivalent to the 1,000 vertical feet seen in Shen 2 well, which was utilized by exploration to characterize the thickness over the entire Shenandoah area. To overcome this inconvenient obstacle, the mapping was manipulated in order to exaggerate the size of the resource. In other words, the resource-bearing area was overstated by manipulating the mapped area to minimize area impact of the salt encountered by the first penetration and thickness over the area was still assumed to be analogous to Shen 2, even though only 600 vertical feet was seen in the sidetrack well.

¹¹ Accurately extrapolating oil-water contact requires evaluation of data within the same fault block.

¹² This approach was inconsistent with not only guidance provided by the Society of Petroleum Engineers but also Commission regulations as to projecting contacts across fault blocks without well control when defining “proven” or “P90 resources.”

(3) Bypass Well: Walker Ridge 51 #3 BP #1

Immediately after the sidetrack, the well was by-passed in order to capture whole core (essentially a core sample) over the hydrocarbon sands. The Walker Ridge bypass well revealed missing sands and a thinner overall section (vertically) than the sidetrack well, which is 200-300 feet away. Why is this significant? Because the proximity of the wells supports the likelihood of thinning (a reduced thickness of the sands (in height)). Thus, it was impossible to legitimately apply the 1000-foot measure across the entire area because of the known differences in thickness.

K. August 12, 2014: Additional confirmation of faulting

On August 12, 2014, Geological Advisor Paul Chandler provided well log data to the exploration group establishing that faulting exists. He specifically identified a fault in Shen 2 (WR 51 32) that was located above all of the pay zones, while discussing the faulting and fracturing evidence from OBMI data. As explained below, this information was summarily ignored.

L. August 18, 2014: Leyendecker directive to ignore the faults

On August 18, 2014, emails were exchanged regarding the method by which faulting would be represented in the Shenandoah project going forward. The most notable part of this email exchange was Mr. Leyendecker's "adamant" insistence (as reported by Pat McGrievy and Geological and Geophysical (G&G) Manager Tim Trautman) that no maps were to be used that revealed faulting during meetings about the amount of oil that could be recovered from the Shenandoah project.¹³ Astonished, members of the development team expressed discomfort with this approach because it concealed highly relevant data.

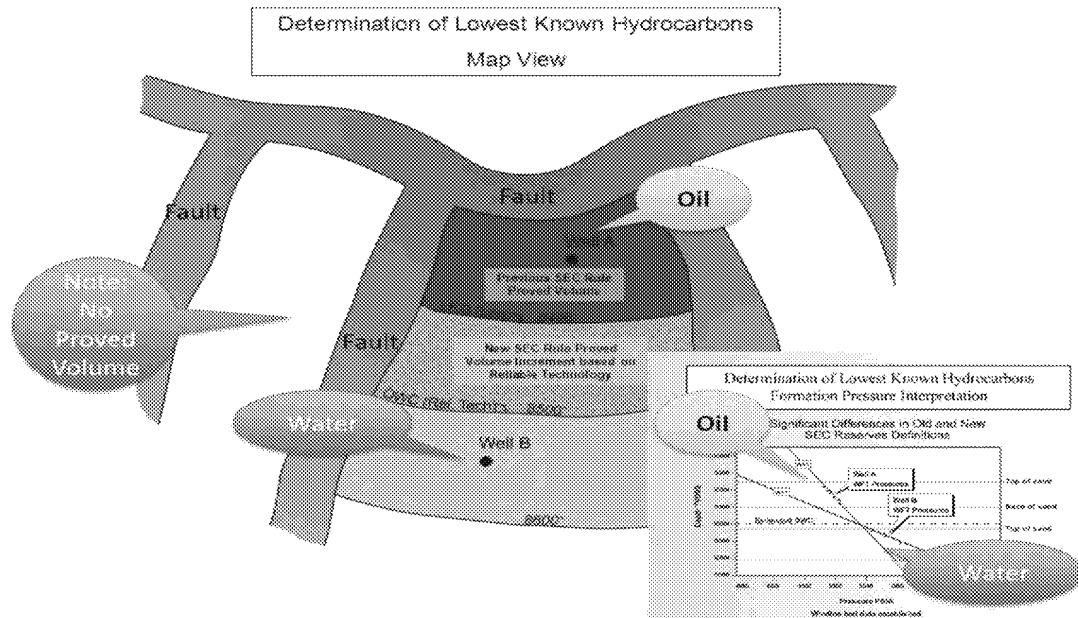
Mr. Leyendecker's directive was an active suppression of internal data regarding the true size of the Shenandoah resource. This was disturbing for several reasons. First, the Commission prescribes standards regarding the use of defined pressure data to define oil-water contact, and Anadarko's internal standards mirror those standards. Second, Mr. Leyendecker was advocating the deliberate improper analysis of faulting in a way that skewed the data in favor of perceived profitability.

The first diagram on the following page illustrates the *correct* use of defined pressure data when defining oil-water contact. Note that the blank spaces separated by faulting cannot be deemed to have established resources based on current Commission rules.

¹³ See Exhibit 7, email exchange dated August 18, 2014.

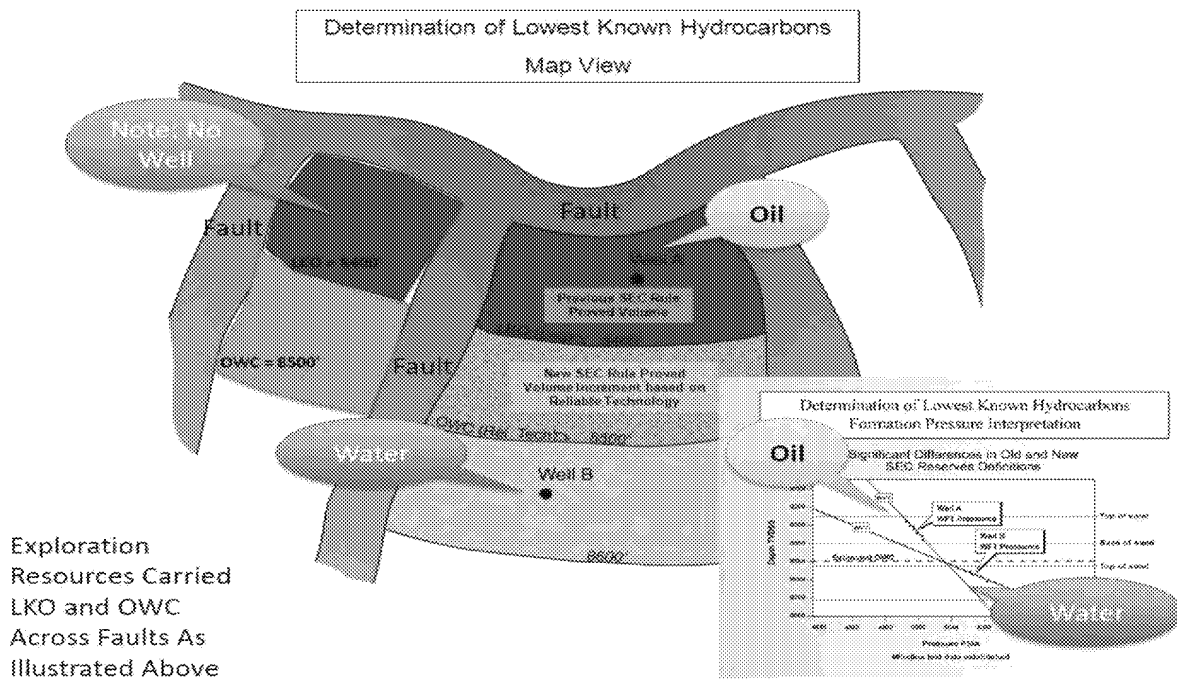
SEC Office of the Whistleblower
May 9, 2016
Page 12 of 24

Correct Use of SEC Defined Pressure Data to Define Oil Water Contact



The diagram below illustrates the manner in which Mr. Leyendecker ordered the resource to be mapped. This directive to mislead violated Commission rules because it assumed the presence of resources across fault lines.

Incorrect Use of SEC Defined Pressure Data to Define Oil Water Contact



SEC Office of the Whistleblower

May 9, 2016

Page 13 of 24

By communicating that he was “adamant” about his approach to mapping, Mr. Leyendecker chilled people into silent adherence. To avoid any lingering doubt, he and others made repeated references to the mandate that only one map could be shown during presentations.¹⁴ The development team’s map (which was consistent with Commission requirements) was prohibited in favor of the exploration group’s map, which showed no faults other than the small fault isolating Shen 1. This suppressed the truth, which was that the Shenandoah project could not produce the volume of oil the exploration team publicly projected.

M. February 2-3, 2015: Operations Report and investor call with Daniels

On February 2, 2015 the Operations Report was published. An investor call followed a day later. During that call, Senior Vice President of Exploration Bob Daniels described the recently completed Shen 3 well in glowing terms. In characterizing it as a successful appraisal well, he described over 1,500 feet of “quality sand.”

This representation was stunning. The truth is that Shen 3 was a dry hole, and Mr. Daniels had at least constructive knowledge of this. No oil was found, and any claims that Shen 3 helped confirm prior assumptions made from Shen 2 could not be supported by sound science. Once again, a preponderance of internal information confirmed that the message given to shareholders regarding recoverable oil was inaccurate and misleading.

N. February 17, 2015: Leyendecker continues to massage the message

On February 17, 2015 Mr. Leyendecker canceled a scheduled presentation to be given by Doug Shott (an internal expert not on the exploration team). The reason? He believed Mr. Shott’s report included “unfavorable” news about the Shenandoah project. In truth, “unfavorable” was a synonym for “real.” Mr. Leyendecker did not want the truth about the project to be revealed because it belied numerous, prior representations about the size (and attendant value) of the Shenandoah resource.

O. October 28, 2015: Q3 earnings call perpetuates unfounded optimism

The exaggerations continued during the Q3 earnings call. When discussing the Shenandoah project (following the completion of Shen 4), CEO Al Walker and EVP Bob Daniels represented that Shen 4 had located even more oil, pushing the known depth of oil down by more than 400 feet. They reiterated their overly optimistic projections, which had already been disproved by information provided by the development team.

¹⁴ See Exhibit 7, email exchange dated August 18, 2014.

SEC Office of the Whistleblower

May 9, 2016

Page 14 of 24

The actual results were in stark contrast to the representations made to shareholders during the earnings call. In addition to being a dry hole, the initial well at Shen 4 also encountered salt. This meant that (1) they were completely out of the formation where oil might be found; and (2) the size of the formation that could hold oil was smaller than originally thought. While a second bore drilled from the Shen 4 sidetrack did locate oil, it was a much smaller amount than the amount found in the Shen 2 well. On top of all this, the Shen 4 well found clear evidence of multiple fault zones. Of course, these were not mentioned during the earnings call.

Any competent reservoir engineer or petroleum geologist knows the above data must be accounted for when determining amount of oil that can be recovered from a formation. However, Anadarko executives sold a different story with their exaggerated projections.

P. RCT feedback requested

During the process of evaluating Shen 4, it became increasingly apparent to the development team that the exploration team was selectively ignoring relevant data. This prompted an evaluation by Anadarko's Risk Consistency Team (RCT), which exists in part to prevent "salesmanship and overly optimistic evaluations of exploration prospects."¹⁵ A stated goal of the RCT is to "minimize personal bias" of those involved in exploration efforts in order to "characterize the subsurface risk and potential of leads and prospects in a consistent manner."¹⁶ With regard to the Shenandoah project, RCT intervention was long overdue.

The feedback from the RCT confirmed the dramatic overstatement of the Shenandoah resource. Thereafter, it was agreed that the exploration team and the development team would work toward a joint representation of the mean number, and an agreed-upon mean number was established: 425 MMBOE.

In January 2016, Chris Camden circulated a chart (pasted on the following page) that illustrates the liberties taken by the exploration team.

¹⁵ Dean Hennings, *The Power of the Portfolio*, 9 GEOEXPROM 6 (2013), available at <http://www.geoexpro.com/articles/2013/06/the-power-of-the-portfolio>.

¹⁶ *Id.*

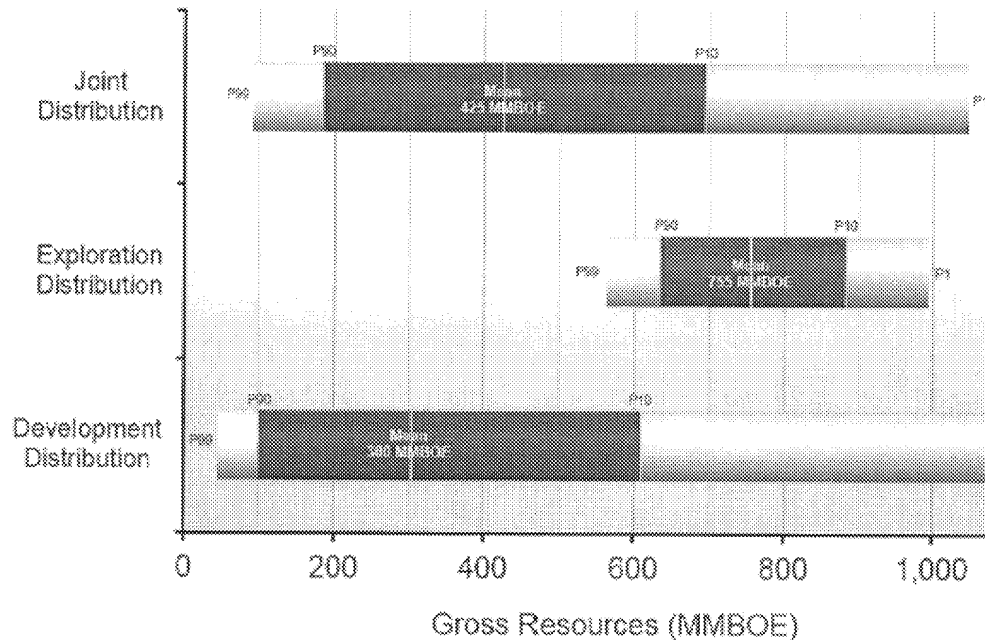
SEC Office of the Whistleblower

May 9, 2016

Page 15 of 24

Note in the chart below that the Exploration team's most *conservative* estimate of mean MMBOE was higher than the development team's most *aggressive* estimate, even though Ms. Frye and others had repeatedly explained why a downward adjustment to the size of the Shenandoah resource was necessary.¹⁷

Shenandoah Resource Estimates - Post Shen



After 425 MMBOE was agreed upon as the appropriate mean, Mr. Leyendecker, Mr. Daniels, Mr. Trautman and other Anadarko executives knew they were legally obligated to align their reporting with the scientific data. However, Anadarko continued to publish an exaggerated resource mean at the insistence of Mr. Daniels.

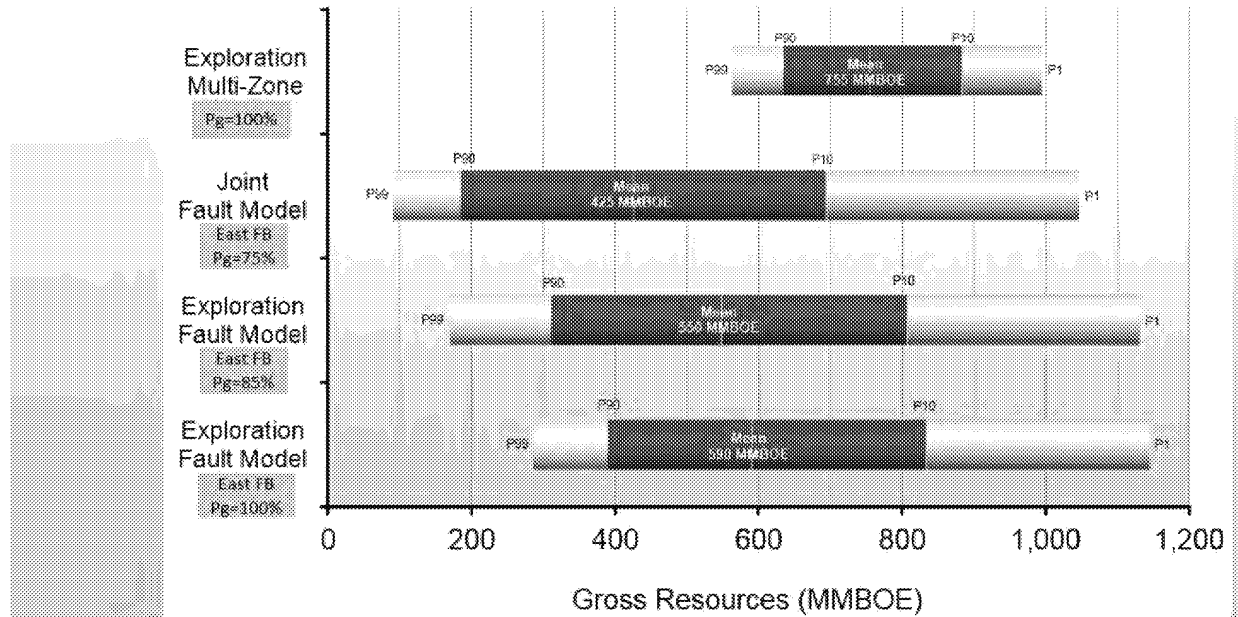
The chart on the next page—prepared by the exploration team—is an example. As it illustrates, the mean resource size proposed by the RCT was rejected in favor of the inflated mean of 550 MMBOE (a 29.4% exaggeration). Notably, this chart was prepared on January 27, 2016, just *two weeks* after 425 MMBOE was the appropriate mean.

¹⁷ As the chart also illustrates, the mean resource size advocated by the exploration team was 755 MBOE, which is startling given the data known to Mr. Leyendecker, Mr. Daniels and others in January 2016.

SEC Office of the Whistleblower

May 9, 2016

Page 16 of 24

Resource Ranges**Shenandoah Resource Estimates - Post Shen #4****Q. Ms. Frye speaks up**

Ms. Frye was appalled to learn that Mr. Daniels and others were simply ignoring the RCT feedback and abandoning the agreed-upon mean of 425 MMBOE. She refused to be complicit and made this clear in late January 2016, when she aptly told Mr. McGrievy, “It’s wrong.”

R. The size and scope of the Shenandoah misrepresentations

By sizing the Shenandoah resource at 550 MMBOE, Mr. Leyendecker, Mr. Daniels and other Anadarko executives represented to the public that the Shenandoah field was the third richest resource *ever* discovered in the Gulf of Mexico.¹⁸ Worse yet, they continued to do this even after the science flatly disproved such a representation.

It is impossible to calculate the monetary effect of the years-long overstatement of the Shenandoah resource. What we do know is that an overstatement by 125 MMBOE amounts to a \$5 billion exaggeration at today’s depressed oil prices. Further, important questions remain.

¹⁸ The only deep-water fields discovered to date involving more than 550 MBOE were the Mars-Ursa and the Tahiti/Caesar/Tonga fields.

SEC Office of the Whistleblower

May 9, 2016

Page 17 of 24

How much did Anadarko profit as a result of its misrepresentations? How did this effect stock prices and investor confidence? While we are not capable of ascertaining the answers to these questions, we hope the Commission will seek those answers.

S. Anadarko's compensation structure rewards resource exaggerations

Historically, a large part of investor value creation at Anadarko has come through conversion of exploration discoveries to shareholder value through monetization and/or conversion of discoveries to producing assets. This has led to the publication of annual exploration goals to the investor community.

Exaggerations and fuzzy math are actually incentivized by Anadarko's compensation structure. Exploration executives and their team members receive bonuses based on the *published* resource size and the related effect of such publications on the investor community. In other words, the bonus compensation paid to Mr. Leyendecker, Mr. Daniels and others is not deferred until after it is established that their optimistic projections were accurate. Executives receive their bonuses regardless of whether those projections pan out.

Here, there was a direct relationship between the exaggerated size of the Shenandoah resource and the compensation of those involved. Numerous individuals on the exploration team were rewarded with promotions despite their role in misleading the public. Below are examples:

Name	Career trajectory
Ernie Leyendecker	Promoted to Senior Vice President, Exploration (Gulf of Mexico)
David Blakeley	Promoted to Director of Exploration Engineering
Robert Strickling	Promoted to Reservoir Engineering Manager (Gulf of Mexico)
Jake Ramsey	Promoted to Manager Exploration (Regional Team)
Beth Kendall	Promoted to Distinguished Geophysical Advisor

SEC Office of the Whistleblower

May 9, 2016

Page 18 of 24

T. False representations have not been corrected

Anadarko has compounded its potential liability by never squarely addressing the overstated size and value of the Shenandoah field. The motivation for remaining silent is obvious: the price of Anadarko stock is trading at less than half the value it was a year ago, and now is not an ideal time to inform the world that information provided to shareholders about the Shen 3 and Shen 4 wells was exaggerated rather dramatically for several years.

Statements made during the October 28, 2015 earnings call illustrate that deliberate silence and vague reassurances remain the preferred approach. Below are excerpts from a question-and-answer session between the investment community and Anadarko executives Al Walker (CEO) and Bob Daniels (Executive Vice President):

Statements made by CEO Al Walker

Q: Can you discuss how the results compare to pre-drill expectations or comments on reservoir quality and then go-forward plans?

A: . . . It was all oil. We encountered no water in that. The reservoir quality in the initial assessment looks pretty – well, it looks comparable to everything else we found out there, so very good reservoir quality. . . . we pushed the lowest known oil down about 400 feet. . . . But we're very encouraged with what we saw and *it was all well within the range of expectation of what we had put out there.*¹⁹

Statements made by Executive Vice President Bob Daniels²⁰

Q: And then maybe if I could do one quick follow up and you may not have anything to add on Shenandoah, but post the recent appraisal, any thoughts on resource range there at Shenandoah?

A: On the resource range, *we're riding right where we thought.* We always do a probabilistic resource range. *We're still in that range with the results of the well.*²¹

The above statements were false. Mr. Walker knew the size of the Shenandoah resource was not actually “all well within range of the expectation of what we had put out there” because his internal experts had repeatedly told him about many

¹⁹ See Exhibit 6, transcript from October 28, 2015 earnings call.

²⁰ Mr. Daniels is the Vice President of International and Deepwater Exploration.

²¹ See Exhibit 6, transcript from October 28, 2015 earnings call.

SEC Office of the Whistleblower

May 9, 2016

Page 19 of 24

factors that would limit the size of the resource. Likewise, Mr. Daniels had actual knowledge that they were not actually “still in that range” when he falsely reassured the investment community.

U. Rule 10b-5 Violations

(1) Anadarko violated Rule 10b-5

The exploration team violated Rule 10b-5 on a massive scale by repeatedly overstating the size of the Shenandoah resource. Underneath this global violation was a years-long series of misrepresentations and omissions of material fact. Along the way, they demonstrated an intent to mislead by hiding faults, ignoring science, ignoring RCT feedback and even attempting to silence and intimidate those who spoke up, such as Ms. Frye. Collectively, this sequence of events proves scienter.

Here is one example, from page 9 of Anadarko’s 2014 10K:

The Shenandoah-3 well confirmed the sand depositional environment, lateral sand continuity, excellent reservoir qualities, and down-dip thickening. *The well also enabled the projection of oil-water contacts based on pressure data and reduced the uncertainty of the resource range.*

The italicized excerpt was a misstatement of fact. As already discussed, the exploration team defined oil-water contacts in Shen 3 in disregard of established scientific principles. Shen 3 was two miles away from Shen 2, and seismic data showed faulting between the wells. Given this, oil-water contact could not be projected. Yet it was, and Anadarko published it as fact and in doing so knowingly misled the public.

(2) Role of resources in share price proves materiality

It is no secret that resources and reserves are among the metrics that drive Anadarko’s share price. When they characterized the Shenandoah resources as the third-largest resource ever found in the Gulf of Mexico, Mr. Leyendecker, Mr. Daniels and others on the exploration team knew the effect their representations would have on the investment community. Their manipulations of the verbiage and mapping used in reference to the Shenandoah resource was an effort to mislead the public into believing that Shenandoah (and therefore Anadarko) was more robust than the science established.

SEC Office of the Whistleblower

May 9, 2016

Page 20 of 24

V. Significance of overstating reserves

We understand that reserves and resources are different, but as Anadarko's Reserves and Resources Manual indicates, both can affect share price. This is why the Anadarko Manual notes that reporting on reserves *and resources* should represent "best estimates in compliance with the appropriate rules and regulations" of not only the Commission but also the Society of Petroleum Engineers.²² When reporting about the Shenandoah resource, Anadarko failed to meet these standards.

There are similarities between Anadarko's overstatement of reserves and the manner in which Shell overstated reserves more than a decade ago. For example, the Commission concluded that Shell overstated proved reserves by 4.47 billion barrels of hydrocarbon reserves (approximately 23%).²³ Here, Anadarko has overstated the Shenandoah resource size by 125 MMBOE, which amounts to a 29.4% exaggeration.²⁴ Shell was deemed to have overstated future cash flows by approximately \$6.6 billion.²⁵ Here, the development team valued the Shenandoah resource at \$1.1 billion in 2014, yet Anadarko published the value range as a "\$2-4 billion net opportunity." This range was 82% higher than reality at the low end (\$2 billion) and 264% higher than reality at the high end (\$4 billion).

W. Insider trading suspected

It warrants mention Senior Vice President of Exploration Bob Daniels sold more than \$6 million of his Anadarko stock (APC) roughly two months after Anadarko published false optimism about the size of the Shenandoah resource. In other words, he was selling at a time when all messages to the public were that now was the time to buy. On the following page is a timeline of the key events:

²² See Exhibit 2, Reserves and Resources Manual (2012).

²³ Press Release, Securities and Exchange Commission, Royal Dutch Petroleum Company and the "Shell" Transport and Trading Company, P.L.C. Pay \$120 Million to Settle SEC Fraud Case Involving Massive Overstatement of Proved Hydrocarbon Reserves (Aug. 24, 2004) (on file with author).

²⁴ As a reminder, Anadarko continued to use the inflated figure of 550 MMBOE as recently as January 27, 2016, immediately after the RCT had completed its analysis and then concluded that 425 MMBOE should be the operative figure based on the applicable data.

²⁵ Press Release, Securities and Exchange Commission, Royal Dutch Petroleum Company and the "Shell" Transport and Trading Company, P.L.C. Pay \$120 Million to Settle SEC Fraud Case Involving Massive Overstatement of Proved Hydrocarbon Reserves (Aug. 24, 2004) (on file with author).

SEC Office of the Whistleblower

May 9, 2016

Page 21 of 24

February 19, 2014:

During a meeting involving Mr. Leyendecker, Ms. Frye and others on the Development and Exploration teams, Ms. Frye presents the economics and explains the underlying science, which indicates the Shenandoah resource should be valued at \$1.1 billion.²⁶ Mr. Leyendecker berates Ms. Frye, then describes the Shenandoah basin as “the best field ever.”

March 4, 2014:

Unabashed optimism during the Investor Conference. Shareholders are told (in a slide show) that Anadarko has discovered “900+ MMBOE in net resources,”²⁷ which includes the Shenandoah resource, which is described as a “\$2-\$4 billion dollar net opportunity.”²⁸

May 21, 2014:

Senior Vice President of Exploration Bob Daniels sells 61,379 shares of his Anadarko stock (transaction of approximately \$6.143 million).²⁹

When Mr. Daniels sold more than \$6 million of his stock, he must have known that (1) the Shenandoah resource was a factor in the share price; and (2) the size of the Shenandoah resource had been overstated. The public did not and could not know the latter. This, we suspect that Mr. Daniels’ trade was on the basis of material nonpublic information relating to Anadarko stock (APC). We understand that Rule 10b-5(c) includes affirmative defenses, and we cannot honestly assess those based on information currently available. Thus, we ask the Commission to further investigate.³⁰

X. Litigation hold already requested

Ms. Frye has served Anadarko with a very detailed litigation hold request that specifically identifies the categories of documents and information that Anadarko

²⁶ Ms. Frye is happy to further explain this.

²⁷ See Exhibit 4, slide 83.

²⁸ *Id.*

²⁹ This information is publicly available and was obtained from a public source.

³⁰ The stock sales of Ernie Leyendecker of Senior Vice President, Exploration (Gulf of Mexico) are not publicly available, but we suspect that he too may have profited by selling Anadarko stock at just the right time with the benefit of inside information. Accordingly, we hope the Commission will also investigate his transactions.

SEC Office of the Whistleblower

May 9, 2016

Page 22 of 24

should take affirmative steps to preserve. The letter identifying the documents that should be preserved is attached as Exhibit 1 to this letter.

Y. List of key witnesses

Below is a list of 19 current and former Anadarko employees who can verify the facts included in this letter. Some of these people have nothing to hide and are likely to immediately tell the truth. Others have much to lose and may lie. A summary of each person's role, relevant knowledge and culpability is provided.

- 1) **Chip Oudin.** Geophysicist, Development. Feels strongly that Exploration was overstating resources. Pointed out numerous flaws in Exploration team's methodology.
- 2) **Paul Chandler.** Geologist, Development. Pointed out numerous errors in Exploration team's methodology. Clearly stated that their resource statements were incorrect.
- 3) **Tim Trautman.** Geological and Geophysical (G&G) Manager, Exploration. Responsible for risking and sizing of resources. Reported directly to Ernie Leyendecker and was at times Mr. Leyendecker's designated messenger. Manager of Beth Kendall, Jake Ramsey, and Breck Johnson. Mr. Trautman and his subordinates should have used appropriate techniques (defined by Anadarko Risk Consistency Team (RCT)) to understand the size of the Shenandoah resource, but they collectively ignored procedures to support Mr. Leyendecker's claim of a spectacular find. Some benefited handsomely with promotions and (presumably) large bonuses.
- 4) **Matt Morris.** Member of the RCT who told the Exploration group that (1) they were absolutely incorrect in their methodology; and (2) they were significantly overstating the size of the Shenandoah resource.
- 5) **Jake Ramsey.** Exploration Geologist who reported to Mr. Leyendecker; subsequently promoted.
- 6) **Breck Johnson.** Exploration Geologist who reported to Mr. Leyendecker; replaced Jake Ramsey when Mr. Ramsey was promoted.
- 7) **Christian Noll.** Geologist, Development. Attended meeting with RCT regarding Shenandoah resource size. Can verify that exploration methodology was incorrect and that value of Shenandoah resource was overstated.

SEC Office of the Whistleblower

May 9, 2016

Page 23 of 24

- 8) **Pat McGrievy**. General Manager, Development side. Lea Frye's manager. Knows the truth but not the type to speak up.
- 9) **Tom Bergesser**. Former member of RCT; now works in Exploration. Attended RCT meeting in which Exploration team was told to change its methodology and reduce the projected value of the Shenandoah resource.
- 10) **Tim Fausnaut**. Geophysics Manager, Geophysical Technology. Former member of RCT who evaluated value projections. Attended meeting in which RCT told Exploration team to reduce projected value of Shenandoah resource.
- 11) **Robert Strickling**. Reservoir Engineer who supported the Shenandoah exploration. Directly responsible for the economic evaluation of the project and for providing net resources information to senior management. Recently promoted.
- 12) **Chris Camden**. Replaced Robert Strickling when Mr. Strickling was promoted. Now Engineer for Exploration team.
- 13) **Darrell Hollek**. Former Senior Vice President, Gulf of Mexico and International Development. Now Senior Vice President, On-Shore Development. His team knew the Exploration was overstating values, but he did nothing to stop it.
- 14) **Jim Kleckner**. Executive Vice President, Deepwater and International Development. Darrell Hollek's boss; took some interest in understanding the information the Development team (including Ms. Frye) was trying to bring forward about the Shenandoah project.
- 15) **Al Walker**. Chief Executive Officer. Perhaps misled by those below him, but communicated incorrect info directly to shareholders. Knew or should have known size of the Shenandoah resource was being repeatedly overstated.
- 16) **Bob Daniels**. Executive Vice President, Exploration. Communicated directly to shareholders and the general public; heavily invested in meeting net resource goals. Repeatedly overstated resource size and provided vague reassurances when the message should have been to reduce expectations. Did not adjust expectations to match the science, which clearly showed lower expected recoverable amounts of oil.
- 17) **Ernie Leyendecker**. Former Vice President, Gulf of Mexico Exploration. Since promoted to Senior Vice President, International Deepwater Exploration. He was the primary driver of overstating potential resources on the Shenandoah project. Abused Ms. Frye and others below him who spoke up. Concealed some facts and distorted others for his own gain in used car salesman fashion.

SEC Office of the Whistleblower

May 9, 2016

Page 24 of 24

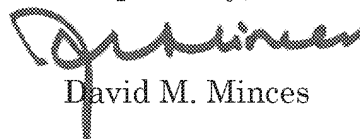
- 18) **David Blakeley**. Manager, Gulf of Mexico Exploration Engineering. Now Director of all Exploration engineering. His group is responsible for reporting the Net Risk Resources Discovered (i.e., the amount of oil that is likely to be recoverable). His support of the overstated values likely garnered Mr. Leyendecker's support and his own recent promotion.
- 19) **Beth Kendall**. Geophysicist. Ms. Kendall was promoted during the Shenandoah project. Aware of the fact the resource size was exaggerated.

CONCLUSION

Anadarko executives have put Ms. Frye in an impossible position. As the legislative history of the Dodd-Frank Act recognizes, "whistleblowers often face the difficult choice between telling the truth and the risk of committing 'career suicide.'"³¹ This is exactly how Ms. Frye has felt during the past two years. Accordingly, Ms. Frye asks the Commission to take all action necessary to deter Anadarko from forcing other hard-working, honest people like her to either remain silent or find a new employer and perhaps a new career.³²

Ms. Frye and I would like to meet with someone from the Fort Worth office as soon as possible. When you meet Ms. Frye, I think you will find her to be sincere, credible and quite informed, and her ability to explain the data is compelling. Further, there is additional evidence that she can either provide or describe for the Commission that was not attached to this letter because we did not want to make it more complicated or voluminous than it already is.

Respectfully,



David M. Minces

³¹ S. Rep. No. 111-176 at 110-112 (2010).

³² While Ms. Frye is certain that Anadarko has overstated the Shenandoah resource, she suspects there are other ongoing exploration projects in which Anadarko executives have engaged in similar misrepresentations. She is glad to provide whatever information she has and can direct the Commission to others who may have knowledge about other projects.

EXHIBIT 1



David M. Minces
Board Certified Labor & Employment Law
Texas Board of Legal Specialization

April 20, 2016

Ms. Amanda M. McMillian
Senior VP, General Counsel, Corporate Secretary and Chief Compliance Officer
Anadarko Petroleum Company
1201 Lake Robbins Drive
The Woodlands, Texas 77380

Re: Lea Frye | Request for Litigation Hold

Dear Ms. McMillian:

This letter is intended as formal notice of your legal duty to take steps to preserve all documents and electronic data (including but not limited to email) relating to Ms. Frye's potential claims.

In order to ensure that relevant data is preserved, we ask that you issue an internal "litigation hold" and refrain from destroying or disposing of any computer, server or other device that houses potentially relevant data. Likewise, we request that you suspend any document destruction policies and practices that might otherwise lead to the destruction of potentially relevant electronic data. This is not merely an obligation to refrain from destroying evidence. Rather, you have an affirmative legal duty to take all measures reasonably necessary to safeguard all documents and information that could relate to any of Ms. Frye's claims. Your counsel will be familiar with the importance of these obligations and the steps needed to comply.

In particular, we request that you preserve each category of data enumerated below. Please note that this list is not intended to be exclusive or exhaustive.

Please be sure to preserve the following data. For clarify, the term "data" as used below is intended to include and encompass paper documents and electronically stored data (of all kinds, including emails) in its native format. Unless otherwise stated, we ask that Anadarko preserve all items and categories of items listed below dating back to January 1, 2012:

- 1) All personnel records of Lea Frye, including but not limited to her raises, bonuses, commendations and performance evaluations.
- 2) All data relating to Ms. Frye's health condition and the specific conditions that necessitated her current leave.

6750 West Loop South, Suite 616 | Bellaire, TX 77401 | (t): 346-701-8563 | (f): 713-583-9795
www.mincespllc.com

Ms. Amanda M. McMillian

April 20, 2016

Page 2 of 14

- 3) All data relating to Ms. Frye's FMLA leave.
- 4) All data relating to any request Ms. Frye made to be included in recent layoffs and/or the reason(s) such requests were denied.
- 5) All data relating to the date Ms. Frye's physician has recommended that she return to work.
- 6) All data relating to any discussions among human resources personnel, managers and/or persons with supervisory authority over Ms. Frye that relate in any way to her alleged performance deficiencies or the possibility of terminating her employment for any reason.
- 7) All data relating to the reservoir engineering support provided by Ms. Frye and Reservoir Engineers in conjunction with the Shenandoah project.
- 8) All economic evaluations and/or projections of prospective resources and related data provided by Ms. Frye and/or others on the development team that relate in any way to the Shenandoah project.
- 9) All data showing or relating to Anadarko's efforts to ensure that reporting about the Shenandoah project fully complied with SEC requirements.
- 10) All data showing or relating to Anadarko's efforts to ensure that reporting about the Shenandoah project fully complied with Anadarko's Reserves and Resources Manual.
- 11) All data showing or relating to Anadarko's efforts to ensure that reporting about the Shenandoah project fully complied with applicable Petroleum Resources Management System (PRMS) guidelines.
- 12) All data showing or relating to the findings of the Shenandoah 1 well.
- 13) All data showing or relating to the vertical depth at which the Shenandoah 1 well revealed oil could be recovered.
- 14) All data showing or relating to the findings of the Shenandoah 2 well.
- 15) All data showing or relating to the vertical depth at which the Shenandoah 2 well revealed oil could be recovered.

Ms. Amanda M. McMillian

April 20, 2016

Page 3 of 14

- 16) All data showing or relating to the findings of the Shenandoah 3 well.
- 17) All data showing or relating to the vertical depth at which the Shenandoah 3 well revealed oil could be recovered.
- 18) All data showing or relating to the findings of the Shenandoah 4 well.
- 19) All data showing or relating to the vertical depth at which the Shenandoah 4 well revealed oil could be recovered.
- 20) All data showing or relating to the reasons Anadarko explained during its March 2013 investor relations conference that one of its 2013 goals was to deliver "800+ Million Barrels of Oil Equivalents (MMBOE)."
- 21) All data relied upon in support of the representations made in the slide show presented to investors during the March 2013 investor relations conference.
- 22) All data relied upon in support of the representation in the March 19, 2013 press release that 360 MMBOE was an accurate figure for Net Risked Resources.
- 23) All data showing or relating to extrapolations considered and/or made regarding the Shen 2 well based on characteristics and/or properties found in the Shen 1 well.
- 24) All data showing or relating to the presence or absence of faulting in or around the Shen 1 well.
- 25) All data showing or relating to the presence or absence of faulting in or around the Shen 2 well.
- 26) All data showing or relating to the presence or absence of faulting in or around the Shen 3 well.
- 27) All data showing or relating to the presence or absence of faulting in or around the Shen 4 well.
- 28) All data showing or relating to the reason(s) Lea Frye was asked to help develop the Shenandoah field.
- 29) All data showing the persons involved in the decision to ask Lea Frye to help develop the Shenandoah field, including but not limited to data indicating why they wanted Ms. Frye to assist and the specific input given by those involved in making this decision.

Ms. Amanda M. McMillian

April 20, 2016

Page 4 of 14

- 30) All emails that Ernie Leyendecker sent to and/or received from Ms. Frye that in any way discuss, describe or relate to Ms. Frye's work on the Shenandoah project.
- 31) All emails that Darrell Hollek sent to and/or received from Ms. Frye that in any way discuss, describe or relate to Ms. Frye's work on the Shenandoah project.
- 32) All emails that David Blakeley sent to and/or received from Ms. Frye that in any way discuss, describe or relate to Ms. Frye's work on the Shenandoah project.
- 33) All emails that David O'Brien sent to and/or received from Ms. Frye that in any way discuss, describe or relate to Ms. Frye's work on the Shenandoah project.
- 34) All emails that Pat McGrievy sent to and/or received from Ms. Frye that in any way discuss, describe or relate to Ms. Frye's work on the Shenandoah project.
- 35) All emails that Tim Trautman sent to and/or received from Ms. Frye that in any way discuss, describe or relate to Ms. Frye's work on the Shenandoah project.
- 36) All emails that Jim Kleckner sent to and/or received from Ms. Frye that in any way discuss, describe or relate to Ms. Frye's work on the Shenandoah project.
- 37) All data showing any economic forecast and/or model Ms. Frye created, prepared or discussed regarding the Shenandoah project or any portion of the Shenandoah project, regardless of whether such economic forecast or model was complete or incomplete and regardless of whether such forecast or model was considered formal, informal, accepted, rejected, relied upon or not relied upon.
- 38) All data relating to any request that Ms. Frye focus on current perceived value and/or associated risks to that value for the Shenandoah project or any portion of the Shenandoah project.
- 39) All documents created for or during the February 19, 2014 meeting about the Shenandoah project that was attended by Ms. Frye, Ernie Leyendecker, Darrell Hollek, David Blakeley, David O'Brien and Pat McGrievy, regardless of who authored or prepared such data.

Ms. Amanda M. McMillian

April 20, 2016

Page 5 of 14

- 40) All feedback and analysis provided by Ms. Frye relating to the Shenandoah field.
- 41) All data provided and/or reviewed by Ms. Frye relating to industry best practice modeling and sensitivity analysis in connection with the Shenandoah project.
- 42) All data provided and/or reviewed by persons other than Ms. Frye relating to industry best practice modeling and sensitivity analysis in connection with the Shenandoah project.
- 43) All data provided and/or reviewed by Ms. Frye that related to estimates for oil in place, recovery and costs to develop the Shenandoah field.
- 44) All emails sent by Ernie Leyendecker that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 45) All emails sent by Darrell Hollek that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 46) All emails sent by David Blakeley that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 47) All emails sent by David O'Brien that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 48) All emails sent by Pat McGrievy that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 49) All emails sent by Tim Trautman that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 50) All emails sent by Jim Kleckner that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 51) All emails sent by Robert Strickling that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 52) All emails sent by Jake Ramsey that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 53) All emails sent by Beth Kendall that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.

Ms. Amanda M. McMillian

April 20, 2016

Page 6 of 14

- 54) All emails sent by Jim Kleckner that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 55) All emails received by Ernie Leyendecker that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 56) All emails received by Darrell Hollek that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 57) All emails received by David Blakeley that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 58) All emails received by David O'Brien that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 59) All emails received by Pat McGrievy that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 60) All emails received by Tim Trautman that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 61) All emails received by Jim Kleckner that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 62) All emails received by Robert Strickling that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 63) All emails received by Jake Ramsey that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 64) All emails received by Beth Kendall that mention Lea Frye by name and discuss any matter relating to the Shenandoah project.
- 65) All emails that Lea Frye sent to Ernie Leyendecker, Darrell Hollek, David Blakeley, David O'Brien, Pat McGrievy, Tim Trautman, Jim Kleckner, Robert Strickling, Jake Ramsey and/or Beth Kendall that discuss or relate to the Shenandoah project.
- 66) All data showing or relating to value estimates of the Shenandoah resource (or any part thereof) that were provided by any person on Anadarko's exploration team.
- 67) All data showing or relating to value estimates of the Shenandoah resource (or any part thereof) that were provided by any person on Anadarko's development team.

Ms. Amanda M. McMillian

April 20, 2016

Page 7 of 14

- 68) All data showing or relating to value estimates of the Shenandoah resource (or any part thereof) that were provided by any person on Anadarko's Risk Consistency Team ("RCT").
- 69) All data showing or relating to estimated, projected and/or anticipated mean MMBOE of the Shenandoah resource (or any part thereof) that were provided by any person on Anadarko's exploration team.
- 70) All data showing or relating to estimated, projected and/or anticipated mean MMBOE of the Shenandoah resource (or any part thereof) that were provided by any person on Anadarko's development team.
- 71) All data showing or relating to estimated, projected and/or anticipated mean MMBOE of the Shenandoah resource (or any part thereof) that were provided by any person on Anadarko's RCT.
- 72) All data showing or relating to recovery factors in connection with the Shenandoah resource (or any part thereof).
- 73) All data showing or relating to technology costs in connection with the Shenandoah resource (or any part thereof).
- 74) All data showing or relating to faulting in connection with the Shenandoah resource (or any part thereof).
- 75) The slide show used during the March 2014 Investor Conference.
- 76) All data relied upon in support of the approximation of "900+ MMBOE in net discovered resources," which was made on slide 74 of the slide show provided during the March 2014 Investor Conference (slide entitled "Industry-Leading Exploration Success Again in 2013."¹

¹ See Exhibit 4 to demand letter dated April 20, 2016.

Ms. Amanda M. McMillian

April 20, 2016

Page 8 of 14

- 77) All data relied upon in support of the representation that the Shenandoah Basin was a “\$2-\$4 billion dollar net opportunity,” as stated on slide 83 of the slide show provided during the March 2014 Investor Conference (slide entitled “Shenandoah Basin: ~\$2-\$4 Billion Net Opportunity.”²
- 78) All data showing any proposed value of the Shenandoah resource by Anadarko’s development team.
- 79) All data showing a proposed valuation of the Shenandoah resource at \$1.1 billion, regardless of the person(s) who proposed such a valuation.
- 80) All data relating to the effect or anticipated effect that faults crossing the geological feature would or may have on the projections of oil on the Shenandoah basin.
- 81) All data in which it was shown or alleged that the Shenandoah 3 well (“Shen 3”) was a “wet well.”
- 82) All data in which it was shown or suggesting that Shen 3 did not reveal the presence of hydrocarbons.
- 83) All data showing and/or suggesting that the Shenandoah well revealed the presence of hydrocarbons.
- 84) All data showing and/or suggesting that oil-water contacts were defined by using pressure data obtained from Shen 2 and Shen 3.
- 85) All data identifying, specifying and/or approximating the distance (in miles) between Shen 2 and Shen 3.
- 86) All data showing and/or suggesting that a discontinuity (faulting) between Shen 2 and Shen 3.
- 87) All data showing and/or identifying the presence or absence of faulting between Shen 2 and Shen 3.
- 88) All data showing the presence or absence of faults in Shen 1, based on oil-based microimaging (OBMI).
- 89) All data showing the presence or absence of faults in Shen 2, based on oil-based microimaging (OBMI).

² *Id.*

Ms. Amanda M. McMillian

April 20, 2016

Page 9 of 14

- 90) All data showing the presence or absence of faults in Shen 3, based on oil-based microimaging (OBMI).
- 91) All data showing the presence or absence of faults in Shen 4, based on oil-based microimaging (OBMI).
- 92) All data showing or relating to the manner in which oil-water contacts in any Shenandoah well were extrapolated from findings by any other Shenandoah well.
- 93) All data showing or relating to the manner in which the highest known water point in any Shenandoah well was extrapolated from findings by any other Shenandoah well.
- 94) All data showing or relating to the manner in which the lowest known oil point in any Shenandoah well was extrapolated from findings by any other Shenandoah well.
- 95) All data showing or suggesting the presence or absence of salt in any part of Shen 4.
- 96) All data showing or suggesting the presence or absence of sand in any part of Shen 4.
- 97) All data showing the presence or absence of hydrocarbons in any part of Shen 4.
- 98) All mapping and proposed mapping relating to Shen 4, regardless of whether such mapping was accepted or rejected, and regardless of whether such mapping was accepted or rejected.
- 99) All data showing the range (in vertical feet) that revealed the presence of hydrocarbons in Shen 4.
- 100) All data showing or discussing the reason(s) a sidetrack well was drilled in Shen 4.
- 101) All data showing or discussing the reason(s) a bypass well was drilled in Shen 4.
- 102) All data showing or discussing the data obtained from the bypass well in Shen 4.
- 103) All data showing or discussing the data obtained from the sidetrack well in Shen 4.

Ms. Amanda M. McMillian
April 20, 2016
Page 10 of 14

- 104) All well log data relating to Shen 1.
- 105) All well log data relating to Shen 2.
- 106) All well log data relating to Shen 3.
- 107) All well log data relating to Shen 4.
- 108) All geologic data provided by Paul Chandler relating to any other aspect and/or portion of the Shenandoah project.
- 109) The well log data Geological Advisor Paul Chandler provided to Ernie Leyendecker and others in advance of the meeting that was scheduled for August 12, 2014 but did not go forward as scheduled.
- 110) All data provided or discussed by Paul Chandler that discussed faulting.
- 111) All data provided or discussed by Paul Chandler that discussed any fault in Shen 2.
- 112) All data provided or discussed by Paul Chandler that discussed OBMI data.
- 113) All emails dated August 18, 2014 that relate to the method by which faulting would be represented in the Shenandoah project going forward, including but not limited to those sent or received by Ernie Leyendecker, Pat McGrievy and Tim Trautman).
- 114) All data showing or relating to any directive given by Ernie Leyendecker, Pat McGrievy or Tim Trautman that related to the maps that would and/or would not be used to represent the Shenandoah resource (or any part thereof), including but not limited to maps that showed the presence or absence of faulting.
- 115) All data relied upon to support the projections and representations made in the February 2, 2015 Operations Report.
- 116) All emails exchanged that discuss or relate to the February 2, 2015 Operations report, regardless of whether such emails were sent before or after the issuance of the Report, and regardless of whether such emails discussed the final version of the Report or an earlier draft/iteration of the Report that was superseded by the final Report.

Ms. Amanda M. McMillian

April 20, 2016

Page 11 of 14

- 117) All data relied upon to support the projections and representations made by Senior Vice President of Exploration Bob Daniels during the February 3, 2015 investor call.
- 118) All data relied upon to support the representation that Shen 3 revealed more than 1,500 feet of “quality sand,” as stated by Senior Vice President of Exploration Bob Daniels during the February 3, 2015 investor call.
- 119) Data showing the substance of the presentation Doug Shott was originally scheduled to give on February 17, 2015, including (if applicable) any slide shows, handouts or other materials Mr. Shott planned to show, rely on or distribute during the presentation.
- 120) All data showing or relating to the reasons Doug Shott’s presentation scheduled for February 17, 2015 did not go forward on the scheduled date.
- 121) All data that identifies or tends to identify the person(s) who made the decision to cancel or postpone the presentation (by Doug Shott) that was originally scheduled for February 17, 2015.
- 122) All emails that discuss and/or relate to the presentation (by Doug Shott) or the subject matter of the presentation that was originally scheduled for February 17, 2015 but did not go forward as scheduled, regardless of whether such emails were sent before or after February 17, 2015, and regardless of who sent such emails.
- 123) All data relied upon to support the projections and representations made during the October 28, 2015 earnings call.
- 124) All data that supported the representation (made during the October 28, 2015 earnings call) that Shen 4 had found more oil, pushing the known depth of oil down by more than 400 feet.
- 125) All data revealing the presence or absence of salt in Shen 4.
- 126) All data provided to, reviewed by or provided by Anadarko’s RCT that related to the mean size of the Shenandoah resource.
- 127) All emails sent to and/or received by any member of Anadarko’s RCT that related in any way to the mean size of the Shenandoah resource or the method by which that mean size should be determined.

Ms. Amanda M. McMillian

April 20, 2016

Page 12 of 14

- 128) All data in which reference is made to the Shenandoah resource having a mean size or projected mean size of 425 MMBOE.
- 129) All data in which reference is made to the Shenandoah resource having a mean size or projected mean size of 550 MMBOE.
- 130) All data that shows, tends to show or relates to the effect of the Shenandoah resource and/or representations about the Shenandoah resource on Anadarko's share price.
- 131) All data that shows, tends to show or relates to the gross revenue (of Anadarko) that can be attributed in whole or in part to the Shenandoah resource.
- 132) All data that shows, tends to show or relates to the profits (of Anadarko) that can be attributed in whole or in part to the Shenandoah resource.
- 133) Anadarko's annual exploration goals for the year 2013, and the data relied upon in support of such goals.
- 134) Anadarko's annual exploration goals for the year 2014, and the data relied upon in support of such goals.
- 135) Anadarko's annual exploration goals for the year 2015, and the data relied upon in support of such goals.
- 136) Anadarko's annual exploration goals for the year 2016, and the data relied upon in support of such goals.
- 137) The dollar amount in total bonuses received by Ernie Leyendecker for each calendar year between 2012 and the present, and the underlying data upon which such bonuses were based.
- 138) All promotions received by Ernie Leyendecker since 2012 and the underlying data upon which such promotions were based.
- 139) The dollar amount in total bonuses received by David Blakeley for each calendar year between 2012 and the present, and the underlying data upon which such bonuses were based.
- 140) All promotions received by David Blakeley since 2012 and the underlying data upon which such promotions were based.

Ms. Amanda M. McMillian

April 20, 2016

Page 13 of 14

- 141) The dollar amount in total bonuses received by Robert Strickling for each calendar year between 2012 and the present, and the underlying data upon which such bonuses were based.
- 142) All promotions received by Robert Strickling since 2012 and the underlying data upon which such promotions were based.
- 143) The dollar amount in total bonuses received by Jake Ramsey for each calendar year between 2012 and the present, and the underlying data upon which such bonuses were based.
- 144) All promotions received by Jake Ramsey since 2012 and the underlying data upon which such promotions were based.
- 145) The dollar amount in total bonuses received by Beth Kendall for each calendar year between 2012 and the present, and the underlying data upon which such bonuses were based.
- 146) All promotions received by Beth Kendall since 2012 and the underlying data upon which such promotions were based.
- 147) The dollar amount in total bonuses received by Darrel Hollek for each calendar year between 2012 and the present, and the underlying data upon which such bonuses were based.
- 148) All promotions received by Darrel Hollek since 2012 and the underlying data upon which such promotions were based.
- 149) The dollar amount in total bonuses received by David O'Brien for each calendar year between 2012 and the present, and the underlying data upon which such bonuses were based.
- 150) All promotions received by David O'Brien since 2012 and the underlying data upon which such promotions were based.
- 151) The dollar amount in total bonuses received by Pat McGrievy for each calendar year between 2012 and the present, and the underlying data upon which such bonuses were based.
- 152) All promotions received by Pat McGrievy since 2012 and the underlying data upon which such promotions were based.
- 153) The dollar amount in total bonuses received by Tim Trautman for each calendar year between 2012 and the present, and the underlying data upon which such bonuses were based.

Ms. Amanda M. McMillian

April 20, 2016

Page 14 of 14

- 154) All promotions received by Tim Trautman since 2012 and the underlying data upon which such promotions were based.
- 155) All data supporting the excerpt below, found on page 9 of Anadarko's 2014 10K:

The Shenandoah-3 well confirmed the sand depositional environment, lateral sand continuity, excellent reservoir qualities, and down-dip thickening. The well also enabled the projection of oil-water contacts based on pressure data and reduced the uncertainty of the resource range.

- 156) All non-privileged data illustrating Anadarko's efforts to issue and comply with a litigation hold and all additional efforts to preserve the data and categories of data identified in this letter.
- 157) All computers and other devices used to create and/or save any data or category of data identified in this letter.

As a reminder, the use of the term "data" in the preceding list is intended to encompass *both* hard copies of documents and electronically stored information such as email, text messages and social media communications of any kind.

Please instruct all persons who may possess relevant data to preserve such data in its native, electronically stored format, even if they or Anadarko have paper copies of those same items. As you know, the obligation to preserve evidence is serious, and their failure to do so could result in a variety of undesirable consequences. We have given similar instructions to our client.

We thank you in advance for your cooperation.

Respectfully,



David M. Minces

EXHIBIT 2



Reserves and Resources Manual

2012

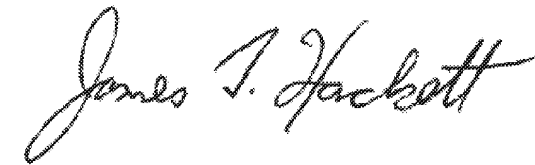
"This Reserves and Resources Manual should be considered the confidential and proprietary property of Anadarko Petroleum Corporation. Any unauthorized distribution, review, dissemination or copying of the Reserves and Resources Manual is strictly prohibited."

SECTION 1: CHIEF EXECUTIVE OFFICER – INTRODUCTORY LETTER**WORLDWIDE RESERVES AND RESOURCES INSTRUCTIONS**

The Anadarko Petroleum Corporation (Anadarko) Reserves and Resources Manual is provided as a comprehensive reference guide to assist company personnel and ensure accuracy and consistency in estimating and reporting Anadarko's oil and natural gas Reserves and potential Resources. The manual contains federal guidance and our company policies for properly estimating and assigning Proved, Probable, and Possible Reserves, as well as Contingent Resources. Following these policies, procedures and guidelines, will provide confidence to managers, technical staff, controllers, investors and government agencies that Anadarko's reported Reserves and Resources represent our best estimates in compliance with the appropriate rules and regulations. It is Anadarko's policy to strictly adhere to the U.S. Securities and Exchange Commission (SEC) regulations and SEC staff interpretations for all estimates of Proved, Probable, and Possible Reserves. Accordingly, this manual incorporates the new SEC Final Rule: Modernization of Oil & Gas Reserves Reporting, adopted and approved in 2009. As SEC guidance is not provided for Contingent and Prospective Resources except indirectly, the Society of Petroleum Engineers (SPE) 2007 Petroleum Resources Management System (PRMS) guidelines are utilized unless SEC guidelines take precedence.

We understand that no set of guidelines can possibly cover every Reserves and Resources booking situation; therefore, we expect to continually update this manual as more information and interpretation is made available from the SEC. Any questions about SEC booking issues or other booking issues, after appropriate discussion within asset teams, should be referred to the Corporate Reserves Manager (CRM) for discussion and resolution. In some cases, at the discretion of the CRM, it may be prudent to request outside third-party review or audit to help identify the most appropriate solution.

The new SEC guidelines stress the importance of maintaining clear and complete documentation. Therefore, it is very important to Anadarko and its stakeholders that we maintain an accurate, complete and well-documented Reserves and Resources database. Consistent with our corporate values, including our commitment to act with the highest ethical standards, every employee who is charged with estimating, booking, reviewing or quoting Anadarko Reserves and Resources volumes is expected to know and understand the information in this reference guide and to apply the company's policies properly.



James T. Hackett

Chairman and Chief Executive Officer



Date

EXHIBIT 3

INVESTOR RELATIONS
CONTACTS:

John Colglazier
Vice President
832/636-2306

Clay Gaspar
Manager
832/636-2541

Wayne Rodrigs
Manager
832/636-2305

Delivering Differentiating Value

Bob Daniels
SVP, Worldwide Exploration

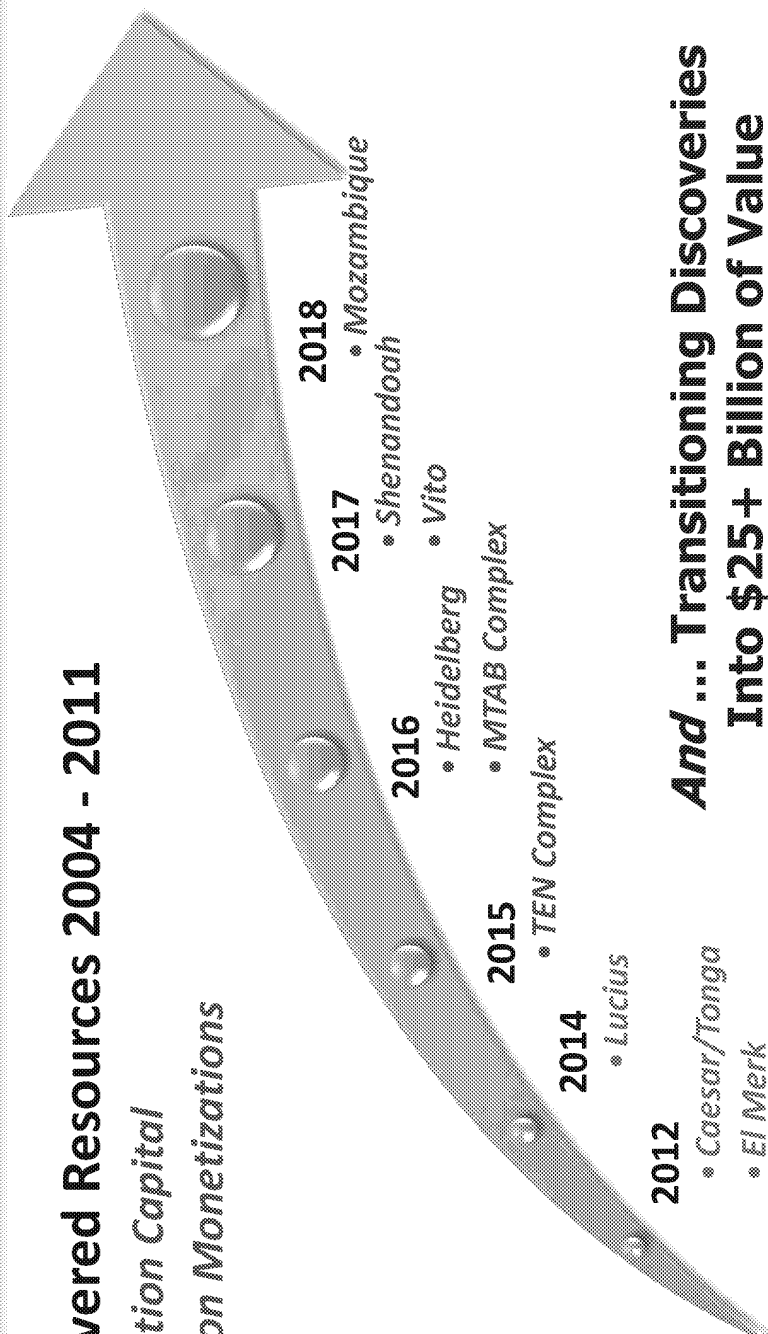
March 13, 2012



Creating Value Through Exploration

■ 4+ BBOE Net Discovered Resources 2004 - 2011

- \$7.5 Billion Exploration Capital
- \$8 Billion Exploration Monetizations



**And ... Transitioning Discoveries
Into \$25+ Billion of Value**

DISCOVERIES UNDER APPRAISAL

Heidelberg Mozambique
Itaipu Shenandoah
Itauna TEN
MTAB Vito
Mercury Wahoo

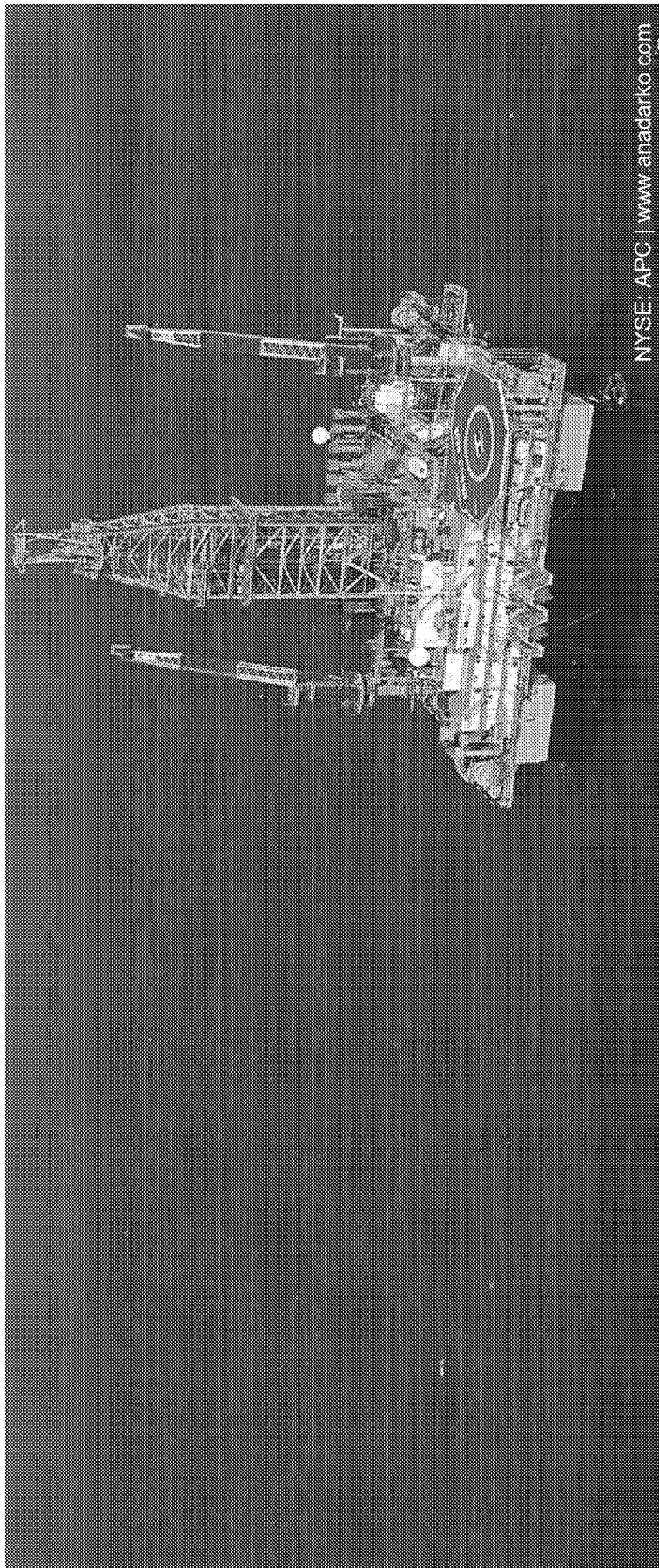
Sanctioned
Appraising

Notional First Sales Date

EXHIBIT 4



2014 ANADARKO INVESTOR CONFERENCE



INVESTOR RELATIONS

John Colglazier
Senior Vice President
832/636-2306

Jeremy Smith
Director
832/636-1544

Bill Tedesco
Manager
832/636-3375

Driving Exploration Value Creation

Bob Daniels
EVP, International & Deepwater Exploration

March 4, 2014

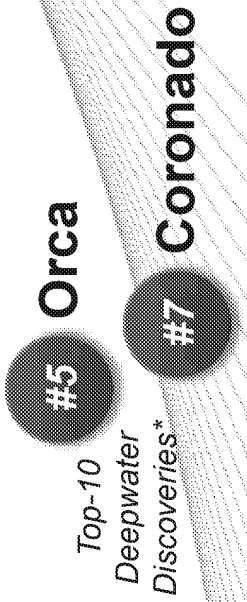
Driving Exploration Value Creation

- Identify and Capture Value-Creation Opportunities
- Create Value Through Commercial Discoveries
- Provide Optionality to Realize and Enhance Value



Industry-Leading Exploration Success Again in 2013

- 67% Deepwater Exploration/Appraisal Success
- 900+ MMBOE Net Discovered Resources
- ~1.5 BBOE Net Resources to Development



<u>Deepwater Discoveries</u>	<u>Appraising</u>	<u>Developing</u>
C Coronado	C Coronado	C Heidelberg
C Yucatan	C Shenandoah	C Lucius
C Phobos	C Paon	C TEN
C Mozambique	C Mozambique	C Mozambique

* IHS Energy, January 2014

Shenandoah Basin: ~\$2 - \$4 Billion Net Opportunity

- **Emerging Giant Resource**
- **Significant Value Creation**
 - Less than \$300 Million Net Investment Through 2013
- **Excellent Transmissibility**
 - Permeability
 - Thickness
 - Fluid Viscosity
- **Strategic and Expanding Position in Basin**
- **2014 Planned Activity**
 - Drill 3 - 4 Appraisal Wells

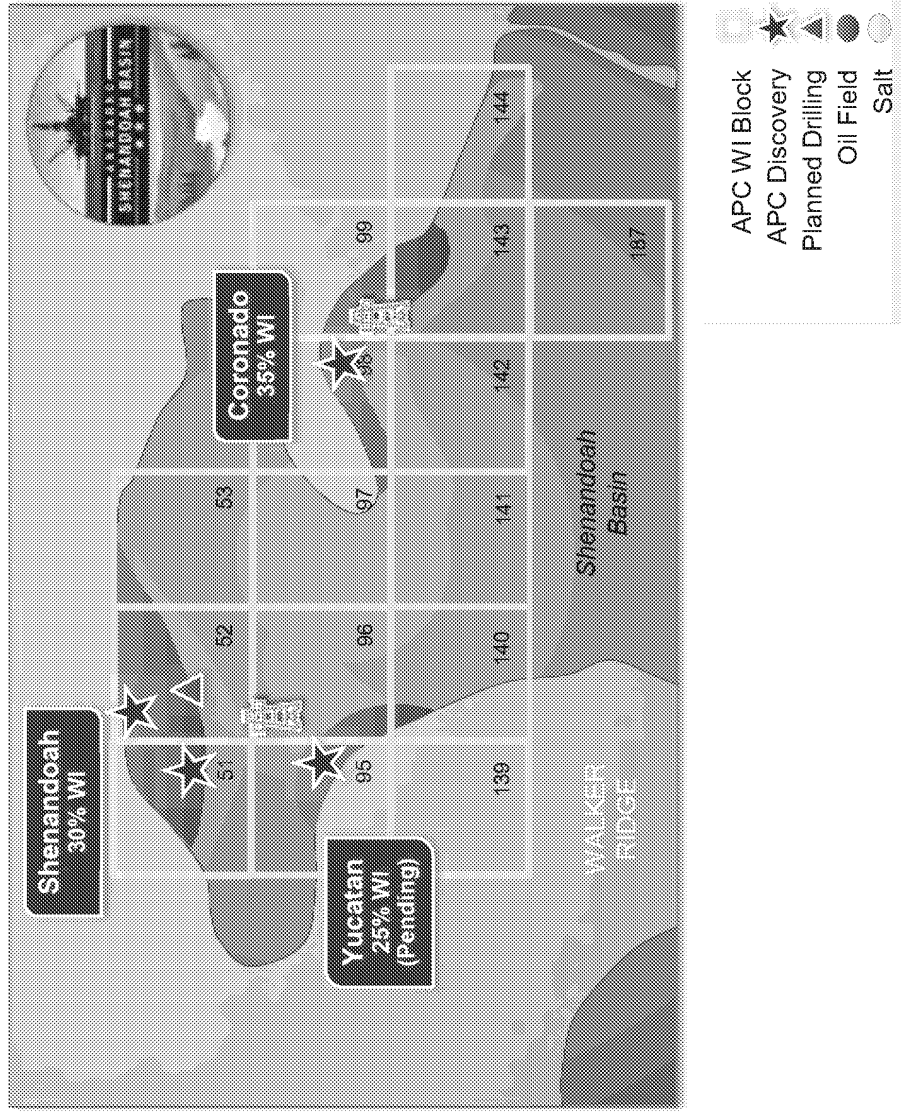


EXHIBIT 5

2009 Performance Planning & Review

Employee Name: Lea Frye	Job Title: Sr Reservoir Engineer	Supervisor's Name: Brad Berg
Employee ID: 124188	Department: Exploration Engineering	Next Level Supervisor: David O'Brien

Step 1: Goals - Your goals should be specific, measurable, attainable, realistic and time-bound. Your goals should be aligned with both corporate and department goals.

Goal	Measurement Sources (Quantitative and/or Qualitative)	Actual Results	NEEDS IMPROVEMENT: Often falls short of and sometimes meets performance standards.	
			Self Assessment (1, 2, or 3)	Manager Assessment (1, 2, or 3)
Support the greater GOM exploration team drill ready inventory goal by building a drill ready inventory for the Western GOM area.	Mature 2-4 prospects to drill ready status by the end of 2009.	Lucius Prospect - Fast tracked prospect reserves, risking and economic evaluation due to lease expiration. Team was able to complete internal approvals, regulatory approvals, and sell down in less than three months. Blacktail/Silverton - Team has completed permitting requirements, RCT reviews and technical evaluations on both prospects. Back to sell down mode after JV fell through. The team will bring forward for internal approvals once partners are secured and WI exposure is within guidance from management.	1	1
Maintain and replenish GOM exploration prospect inventory with economic quality prospects through lease sales, trades and/or other deals.	Complete reserves, risking and economic evaluation of G&G identified lease acreage available in lease sales 208 in March & 210 in August. Work with G&G and Land to evaluate and make recommendations on all trades and deals based on economic criteria compared to other opportunities in the GOM.	Leases Sale 210- Evaluated two prospects, encompassing five open leases of which APC bid on four of the five leases with 100% success in acquisition as part of the August, 2009 lease sale. Portfolio planning - Coordinated and presented GOM portfolio planning submission for the year 2009.	2	1
Analyze production trends in the shelf and deepwater productive intervals in support of the regional team goal to find the next new exploration play in the GOM.	Present by year end the combined G&G and reservoir analysis of the Pliocene reservoir remaining play potential and high graded exploration areas.	New Plays - Working with regional team to quantify reserves, risks and value of the Pliocene Play by analyzing the historical production trends in the deepwater Gulf of Mexico. This will be presented by year end to management showing areas of more prospectivity based on a combined G&G and reservoir analysis. Florida Plays - Provided onshore historical production for those geologic reservoirs that project to span into the Eastern Gulf of Mexico region.	1	1

2009 Performance Planning & Review

		(Cretaceous and Jurassic.). The combined team work has lead to a possible Tuscaloosa play trend and the purchase of seismic data over the EGOM region. Additional work similar to the Pliocene Play analysis is currently under way and will spill over into the 2010.		
		ANGA - Gathered and analyzed MMS reserves and production data for the Pliocene, Pleistocene and Miocene deepwater Gulf of Mexico fields to quantify total potential resources, discovered and undiscovered.		
Obtain a greater knowledge of the reservoir engineers' role in the operations and analysis of exploration wells during the drilling and post drill phases of the prospect cycle.	Timely communication of key well operations. Stewardship of the pressure and fluid program from acquisition to interpretation. Application of knowledge gained toward reserves, risking, and recommendations for future operations as part of the post drill review.	Vito - Oversaw Vito operations with mentoring from peers as part of learning the reservoir engineer's role in the operations of an exploration well.	2	1
Work with GOM peers to document some economic standards to ensure consistency and comparability between GOM prospects in prospect inventory.	Document and present GOM economic standardization process to peers by end of first quarter 2009. Develop capital and production spreadsheet which applies economic standards for use by GOM engineers incorporating standards by year end 2009.	Lucius - Applying learning's from Vito to Pressure and Fluid data acquisition program. Collaborated with peers to develop and document some economic standards for the different GOM play types to ensure consistency in economic cases between the GOM engineers. Early in the year I presented a compilation of the work including the economic summary template and GOM project scheduler. Economic Summary Template - Continue to maintain the economic summary tool which links to PEEP reports. This tool ensures accuracy and consistency in economic summary sheets as well as saves engineers time filling them out. I shared this tool with Lower 48 and international. GOM Project Scheduler - Developed a usable template incorporating GOM economic standards to schedule capital, production and reserves that	2	1



2009 Performance Planning & Review

Work with greater GOM exploration team to secure GOM JV.	Prepare and present individual prospects reserves, risking and economics to potential partners by end of second quarter. Assist in running combined JV economics for negotiations of deal terms.	can be copied into PEEP for speed and consistency. Currently the scheduler is being used for Miocene, Pliocene and Pleistocene prospects. Additional modifications and upgrades have been identified, but not completed.	Using the work completed previously for the regional project, I develop reservoir parameters distributions for the different MMRA hydrocarbon yield inputs to be presented to JV partners. Jointly presented reservoir input data, and economic assumption information for each of the exploration prospects at the JV meeting. I also handled the roll up of the JV economics, with sensitivities, for JV partners and for internal reviews. Merak VMC- As part of the JV economic roll-up, I explored the Visual Monte Carlo portion of the PEEP software application in order to develop a stochastic roll up of the JV cases. I see utility in using the tool and I set up a lunch and learn to demonstrate the functionality for the exploration engineering team and for a one on one real life case demonstration for the GOM team to further understand the utility of this program.	1	1	1
		Overall Goal Rating		1.5		1

Step 2: Values - Assess each of the following values according to the scale below.

Values Scale	Exceptional	Acceptable	Needs Improvement
Value	Comments (Only complete this section if NI)	Self Assessment (E, A, or NI)	Manager Assessment (E, A, or NI)
Integrity and Trust		E	E
Servant Leadership		A	E
People and Passion		A	A
Commercial Focus		E	E
Open Communication		A	A
Overall Value Rating		A	A

Step 3: Combined Year-End Rating - Determine the alpha and numeric ratings for onale and values



2009 Performance Planning & Review

Combined Year-end Rating

Step 4: Development Plan - Review and identify skills and behaviors needed to effectively meet goals. The Development Plan is completed as part of the 2009 performance planning process.

Development Need	Developmental Activities (classes, skills, on-the-job assignments, rotations, conferences, mentoring)	Completion Date
Communication Skills	Effective Communication in a Demanding Work Environment	10/27/09

Step 5: Performance Planning Signatures -The supervisor, employee, and next level supervisor's signature are required. After the performance meeting the employee being assessed may add comments to the final assessment form before signing that they have received the form and had a performance review conversation. The final document must be returned to the supervisor.

Supervisor's Comments: Lea was a tremendous contributor to the GOM team in 2009. Early in the year, Lea took on the reservoir engineering responsibilities for the Vito well, and did an excellent job preparing the well to drill, and later logging and evaluating the results. She was also a member of the team that discovered Lucius, a project that was pulled together in record time and turned out to be one of the most valuable GOM discoveries that APC has made in recent years. Lea continues to impress me with her technical abilities, her desire to understand the issues most leveraging to our program, and her strong work ethic (which was tested repeatedly during the pressure testing and fluid sampling of our numerous successful wells in 2009). Lea is continuing to work with the New Plays team to identify the next great opportunity in the GOM, and I look forward to her contributions in 2010.

Employee's Comments:

Next Level Supervisor's Comments:

1/13/2009



2011 Performance Review Process Form

Employee Name: Lea Frye	Job Title: Staff Reservoir Engineer	Supervisor's Name: David Blakeley	
Employee ID: 124188	Department: Exploration-Gulf of Mexico	Next Level Supervisor: David O'Brien	

Step 1: Core Values - Assess each of the following core values according to the scale below.

Values Scale	E	Exceptional	A	Acceptable	N	Needs Development
Core Value		Comments (Required for N)			Self Assessment (E, A, or N)	Manager Assessment (E, A, or N)
Integrity and Trust					E	E
Servant Leadership					A	A
People and Passion					E	E
Commercial Focus					A	A
Open Communication					A	A
Overall Core Value Rating						
					A	A

Step 2: Goals - Your goals should be specific, measurable, attainable, relevant and time-bound. Your goals should be aligned to the corporate goals as well as your department and team goals.

1	EXCEEDS EXPECTATIONS: Usually exceeds and consistently meets all relevant performance standards.	Measurement Sources (Quantitative and/or Qualitative)		Actual Results		Self Assessment (1, 2, or 3)	Manager Assessment (1, 2, or 3)
		2	3	NEEDS DEVELOPMENT: Consistently meets and sometimes exceeds all relevant performance standards.	NEEDS DEVELOPMENT: Often falls short of and sometimes meets performance standards.		
Prepare to resume Work in the GOM		Prepare and Submit EP's for all 2011 & 2012 planned wells.		EP's Submitted: Spartacus (2012) - approved, Deep Nansen (2012) - deemed submitted, Arcadius (2012) - deemed submitted & Raptor (2012)		1	
		Submit APD's when EP's are approved.		EP's working: Revisions for NTL-06 for Mauna Kea (2013) and Blacktail (2013)			
		Move permitted wells through AFE approval process in a timely manner. Support rig scheduling and tendering activities		APD's Submitted: Spartacus (2012) APD's Working: Raptor(2012), Arcadius (2012) and Deep Nansen(2012)			
Commercial Advisor/Portfolio Management		Provide consistent and timely economic analysis for all GOM investment decisions		AFEs: Recommended Vito (2011) & Spartacus (2012)			
		*Provide Economic Analysis of all trades		Provided economic updates to reservoir tech and portfolio planning group throughout the year as new cost and/or geologic interpretations arose.		2	
Replenish Leasehold		Ensure prospect inventory is up to date as new timing and cost data emerge in the GOMs/farm-outs/farm-ins		Collaborated with team members in execution of the portfolio planning updates for both April and December.			
		Prepare for APC's "virtual lease sale" in 2011 and the 2011\12 BOEMRE lease sales		Provided economic evaluation and assisted with reserves and risking for December 2011 (Sale 218) lease sale. Coordinated the work of the reservoir		1.5	1
		Seek to expand prospect inventory					



2011 Performance Review Process Form

	through creative deals and trades into other operator's prospects in high priority plays	tech and G&G teams on lease sale book for managers.		
		Assisted G&G teams with sell down showings for Mauna Kea, Raptor, Arcadius, Deep Nansen and Spartacus.		
		Provided companies and/or partners with development costing scenarios for these projects when requested.		
Operational Support	Provide operational support for all GOM exploration well activates Maintain cost containment by providing value of information analyses	No wells in the GOM this year; provided some assistance with an MDT job for the international engineering group in January.	2	2
Other	Support and encourage "One GOM" culture through weekly communications with Development team management and staff. Continue to support regional projects	Assisted the Nansen development team by doing the shallow reservoir portion of NTL-06 for Deep Nansen and sharing all work and learnings for future EP/APD submittals for Nansen field. Also, worked with my development counterpart on how to use Gemini Solutions Software for NTL-06 calculations. Incorporated economic evaluation with G&G evaluation of Upper Miocene Regional Project and presented to combined Exploration and Development GOM staff.	1	1
Personal	Provide data support to team members and Knowledge Share with peers	Supplied production maps and analog field data for the Regional Teams "Cretaceous Knowledge Share" poster session. Assisted with November 9 th Spill Drill. Provided GOM deepwater EURs to exploration engineering group for analog comparison/study. Showed onshore exploration group the utility of PEEP Monte Carlo add on VMC. Helped project teams with the BOWD	1	1

2011 Performance Review Process Form

	documentation which is part of the required SEMS process. Results: Spartacus BOWD complete; Arcadius, Deep Nansen, and Raptor working.	
Overall Goal Rating		1.25
		1

Step 3: Combined Year-End Rating - Determine the alpha and numeric rating for goals and core values.

Combined Year-End Rating		
Self Assessment	1.25 A	Manager Assessment
		A1

Step 4: Development Plan - Review and identify skills and behaviors needed to effectively meet goals. The Development Plan is completed as part of the Performance Review Process.

Development Need	Developmental Activities (classes, skills, on-the-job assignments, rotations, conferences, mentoring)	Completion Date
WCD Software	Merlin/Avalon software- WCD / Merlin/Avalon user conference	3/29 & 10/17
Safety/Regulatory Training	SEMS 151 Training and Live Safe Training	4/7 & 7/21
Spill Drill Training	Attended training for Spill Drill	11/3

Step 5: Performance Review Signatures - The employee, supervisor, and next level supervisor's signature are required. After the performance review meeting, the employee being assessed may add comments to his/her Performance Review Form before signing that they have received the form and had a performance review conversation. The final document must be returned to the supervisor.

Employee's Signature <i>for you</i>	Date: 1/18/12
Employee's Comments: While it was a frustrating year from a drilling standpoint, it was a productive year getting ready for the next round I enjoyed working with everyone & learning so much from my peers & colleagues. I will miss you all!	

Supervisor's Signature <i>David Blakely</i>	Date: 1/12/12
Supervisor's Comments: <i>Great job - Thanks for the extra effort and initiative needed to re-start the Com</i>	

Next Level Supervisor's Signature <i>D.P. O'R.</i>	Date: 1/12/12
Next Level Supervisor's Comments: <i>You Extra Effort Staking Forward in 2011 is Appreciated By Me And Your Team. Best of Luck in 2012 with your New Challenges!</i>	



2012 Performance Review Process Form

Employee Name: Lea Frye	Job Title: Staff Reservoir Engineer	Supervisor's Name: Alan O'Donnell
Employee ID: 124188	Department: Mississippi Canyon	Next Level Supervisor: Darrell Hollek

Step 1: Core Values - Assess each of the following core values according to the scale below.

Values Scale	E	Exceptional	A	Acceptable	N	Needs Development
Core Value	Comments (Required for N)			Self Assessment (E, A, or N)		
Integrity and Trust	Goes the extra mile to ensure accuracy. Established great credibility with partners through productivity work at Blind Faith.			E		
Servant Leadership	Did much more that asked during Spill Drills. Always takes time to help others.			A		
People and Passion				A		
Commercial Focus	Played a key role in strategy for Shadowcat, Blind Faith, Neptune/Swordfish			E		
Open Communication	Has a large sphere of influence the helps her achieve results. Well respected.			E		
Overall Core Value Rating				E		

Step 2: Goals - Your goals should be specific, measurable, attainable, relevant and time-bound. Your goals should be aligned to the corporate goals as well as your department and team goals.

1	EXCEEDS EXPECTATIONS: Usually exceeds and consistently meets all relevant performance standards.	2	MEETS EXPECTATIONS: Consistently meets and sometimes exceeds all relevant performance standards.	3	NEEDS DEVELOPMENT: Often falls short of and sometimes meets performance standards.
Goal	Measurement Sources (Quantitative and/or Qualitative)	Actual Results			Self Assessment (1, 2, or 3)
IHUB: Manage and maintain 2P production, reserves and budget	Target budget forecast (2012: 13.5 Net MBOED); Key drivers include; bringing Cheyenne East on line in March, obtaining SCSSV waivers for Mondo (March) and Spiderman (October) and prolonged life of current producers. Target budget Capex (2012: 20.8 Net MM all EGOM) Manage budget, capital planning and SEC cases to ensure they are in sync.	IHUB Production Budget: Forecasted to be 1.7 MBOE (3.5 MBOED) below budget; Key drivers for lower volumes driven by tropical storm Debbie, Hurricane Isaac, loss of Vortex well in March 2012 and low gas price environment triggering production constraints. However, production losses were offset by extending the life of the Spiderman 2 well by producing with high water for two months, getting a two month extension on the SCSSV test for Spiderman 1 well and bringing Cheyenne East on one month earlier than forecasted.			2
		IHUB Capex Budget: Forecasted to be 23.7 MM over budget; Key driver is the over spend on Cheyenne East DC & E and the addition of long lead spend to support Shadowcat well (Avenger program). IHUB Reserves Budget: Forecasted to be close to budgeted 8.3 MMBOE. IHUB Other: Leading ARO discussion for			2

2012 Performance Review Process Form

			IHUB team with a targeted goal of a complete IHUB abandonment plan including scoping costs prepared by end of 1Q 2013. Completed Vortex and Jubilee field reserve evaluations to keep reserves picture up to date with current thinking based on performance.		
			Blind Faith Production Budget: Forecasted to be 0.4 MBOE (1.1 MBOED) over budget; Key driver for higher volumes is better than expected Pink performance and pump-in jobs for the Peach wells.		
			Blind Faith Capex Budget: Forecasted to be 5.2 MM under budget mainly due to change in focus from seafloor gas lift IPT to Blind Faith IPT.		
			Blind Faith Reserves: Kicked off a reservoir simulation modeling effort for the Blind Faith field supported by our technology group to evaluate Blind Faith 2 project options and reevaluate remaining potential.	1	1
			Blind Faith Other: Completed a detailed declining PI/Skin study on the Peach wells which was shared with partners and peers dealing with similar issues in the GOM and International fields. The Blind Faith team convinced partners to try Xylene as a treatment option for the Peach Wells which at first inspection has benefitted the wells beyond the dead oil pump-in. Overall the team has increased the communication level between partners which is leading to increased.		
			<Lea has done an excellent job in analyzing and understanding the cause and impact of our productivity decline at BF. She initiated and coordinated an in-depth internal study that spanned the Res Technology Group, other GOM Asset Teams, and		
			Target budget forecast (2012: 2.4 Net MBOED); Key drivers include; regular pump-in jobs on Peach and managing drawdown on the wells. Target budget Capex (2012: 20.8 Net MM all EGOM) Participate in Blind Faith 2 IPT: Evaluate #1 well recompletion, new 5 th well potential, inclusion of a service line for pump-in jobs and gas lift options for new and existing wells. Based on the evaluation, the team will make a recommendation for scope of phase 3 of the Blind Faith project. Target completion May 2012. Manage budget, capital planning and SEC cases to ensure they are in sync.		
			Blind Faith: Manage and maintain 2P production, reserves and budget		

2012 Performance Review Process Form

<p>Miocene Exploration: Support G&G team with reserves, risking and economic evaluation of Miocene prospects.</p>	<p>Complete evaluation and recommendation for the Halley prospect by 3Q. Complete evaluation and recommendation of one other prospect (Falcon, Icarus or other) by 4Q.</p>	<p>International Operations. Our understanding of Miocene productivity has benefitted from her initiative and efforts. In addition, Lea has gained high credibility with partners which has in turn improved our communications.> I did not accomplish a great deal toward this goal due to the Avenger program focus. I did provide support to the G&G team with an aquifer analysis on the nearby Mica field. This analysis helps support no connection between Mica and the Halley prospect and slightly de-risks the Halley prospect. <Lea supported the team effectively on this.></p>	<p>2</p>	<p>2</p>
<p>Advance Avengers Program: Prepare necessary permits and approvals to move project forward. Maximize value of project through deals, hedge pricing and/or synergies.</p>	<p>Capture Shadowcat, Phoenix and Shadowcat North by 3Q. Recapture Vortex East in June lease sale. Initiate EPA air permits for Shadowcat, Phoenix and Powerhouse by 2Q. Submit EPs for Shadowcat, Phoenix, Powerhouse, Livewire and Shadowcat North by year end (Assuming capture of Phoenix and Shadowcat North).</p>	<p>Captured Shadowcat/Phoenix (Deal Complete - June 2012) Shadowcat Prospect Drill Ready: Presented opportunity to current and prospective partners in October and November. Worked with EHS and the EPA on the best approach for obtaining an approved air permit in a timely manner for the Shadowcat opportunity which lead to a revised EPA air permit submittal. The revised permit was subsequently approved in October 2012. Additional permit applications for the Discovery Spirit and two new build rigs to service Shadowcat development and future exploration in the area are under way to be submitted by year end. Completed BOWD and preparing to AFE partners by December 1st. Working toward internal approval for the Shadowcat well and long lead equipment by year end. <Lea has been a key driver in bringing the SC well to the drill stage. She provided res engineering for the trade with Murphy, development scenarios, drilling/LL afes, EP, and EPA Air Permit. She also was key in producing the presentation material for making</p>	<p>1</p>	<p>1</p>

2012 Performance Review Process Form

		5+ presentations to Management and partners.>		
Neptune: Expedite dry tree abandonments and prepare for subsea well and platform abandonment.	Assist operations and completions groups with abandonment planning and execution. Support team with negotiations to transfer platform to Noble (ARO liability reduction opportunity) Manage SEC reserves based on path forward(Ongoing)	Abandonment: Received BSEE and BOEMRE approval for the abandonment of the last 5 dry tree wells. Value Add: Supported team with economic evaluation for signed deal with Swordfish partners to amend PHA and keep Swordfish producing through December 2013. APC value estimated at \$24 MM ATAX value contribution to bottom line and offset of operational expenditures. <Lea successfully obtained approval to downhole P&A the remaining dry tree wells at Neptune. She also helped in the strategy and economics for the renegotiation of the Swordfish PHA.>	1	1
Other: Personal	Organize EGOM file structure and reduce duplicated files and efforts for greater team (by 4Q). ALinks: Simplify and standardize engineering routine tasks like SEC, portfolio, budget and forecasting to develop the same products for all the fields (by year end). Document and submit to ALinks any tool and or process developed along the way (Goal -2 to 3 ALinks submittals). Actively participate and assist in developing spill drill best practices and procedures for flow team (Ongoing).	ALinks: Submitted 4 links to Offshore Magazine deep water facilities posters and a word document summarizing the different data sources used to gather analog data for GOM fields. EGOM Processes: Made progress toward a common budget, forecasting reserve tool for the EGOM fields.(Ongoing) Spill Drill: Participated as deputy for past two in house spill drills for the flow calculations team. Helping to organize and document data needs, data transfer and best practices for future spill drill (Ongoing). Other: Contributed data request for Cheyenne East - IPA benchmark consortium. Took on mentoring/training role for EGOM engineer New Hire in August 2012 (Ongoing). <Lea met her ALinks and EGOM processes goals very well. In this years spill drills she went far above and	1	1

2012 Performance Review Process Form

	<p>beyond what was required of her in participation and coordination of the Flow Calculation portion of the Flow Engineering Team. She was a major contributor to the FET strategy, work flow, and data integrity. She also took charge of the Flow Calc Group during the fall drill and drove them to results when a clash of strong personalities threatened to sidetrack the undermine the objectives. Lea has also done an excellent job in mentoring our new Res Engr></p>		
Overall Goal Rating			1
			1

Step 3: Combined Year-End Rating - Determine the alpha and numeric rating for goals and core values.

Combined Year-End Rating	
Self Assessment	Manager Assessment
E1	E1

Step 4: Development Plan - Review and identify skills and behaviors needed to effectively meet goals. The Development Plan is completed as part of the Performance Review Process.

Development Need	Developmental Activities (classes, skills, on-the-job assignments, rotations, conferences, mentoring)	Completion Date
PTA and RTA	Fekete Harmony and Ecrin software (Pressure Transient Analysis) - In house experts (Cordill, Browning) and in house 1/2 day training with both still need to go to a PTA 1 week Ecrin course next year	Harmony - 2/13 Ecrin - 7/20
Nexus Training	Simulation software - In house experts and on the job training (Beecher and Dobbs) TecPlot Training (1 Day). Completed 11/18; Petrolook Training (1/2 day) Completed 7/23; Attended Gemini Solutions User conference (1Day); RAMP - Ongoing weekly meetings focused on petro physics and core analysis; On-line Incident Command 100 & 200	Ongoing Tecplot 11/18 Petrolook 7/23 Gemini User Conference 10/22 ICS 100 & 200 YE

Step 5: Performance Review Signatures - The employee, supervisor, and next level supervisor's signature are required. After the performance review meeting, the employee being assessed may add comments to his/her Performance Review Form before signing that they have received the form and had a performance review conversation. The final document must be returned to the supervisor.

2012 Performance Review Process Form

Employee's Signature <i>Lea</i>	Date: 1/23/2013
Employee's Comments: Good feedback, looking forward to another good year	

Supervisor's Signature <i>R. ALONSO</i>	Date: 1/23/13
<p>Supervisor's Comments: Lea distinguished herself this year by taking strong initiative (focusing the Flow Calculation Team during the Fall GOM spill drill), doing excellent analytical work (Blind Faith productivity and reserve analysis), and determinely driving the Shadowcat Prospect to the approval and drill ready stage. She did this plus field surveillance, budgeting, and portfolio while being the sole Reservoir Engineer in the group for 7 months out of the year. In August she also took on the extra burden of mentoring a new hire RE. Lea is has a fantastic work ethic and has a broad sphere of influence.</p> <p>An areas to focus on is to listen for understanding. Many times you can talk over someone that is trying to tell you something important.</p>	

Next Level Supervisor's Signature <i>David E. Hall</i>	Date: 1/20/2013
Next Level Supervisor's Comments:	

Anadarko 2013 Performance Review Process Form for Lea Frye



Employee Information	
Name:	Lea
Last Name:	Frye
Position Title:	Sr Staff Reservoir Engineer
Org Unit ID:	Eastern GOM (10000266)
Supervisor:	Danny Hart
HRBP:	Dalon Schuckman
Grade:	88
Confirmation of Mid-Year Discussion	
<input checked="" type="checkbox"/> Select checkbox when mid-year discussion has occurred.	
Date 07/30/2013	
Values	
Commercial Focus	
Rating by Danny Hart:	Rating by Lea Frye:
Supervisor Rating*: E - Exceptional	Employee Rating*: E - Exceptional
Comments by Mike Ferfon: Strong commercial focus demonstrated in a role that has this as it's primary objective within a DW GOM asset team. Your work on pushing Shadowcat forward and the Blind Faith NPV Rationalization efforts is commendable.	
Comments by Lea Frye: I have a strong track record of doing my very best, as well as bringing out the best in both people and teams. Consider the team interactions and work done around the Shadowcat project. Not only did I maintain the highest standards for my own work, but I spent a considerable effort helping the others I was working with to also perform at the same high level. The fact that others come to me for help and advice on a regular basis demonstrates the level of knowledge sharing I am known for. I am always keeping the big picture in mind when completing any evaluation, and incorporate that into my analysis.	
Comments by Darrell Hollek: No comments	
Comments by Dalon Schuckman: No comments	
Integrity and Trust	
Rating by Danny Hart:	Rating by Lea Frye:
Supervisor Rating*: E - Exceptional	Employee Rating*: E - Exceptional
Comments by Lea Frye: This one is simple. I have been here eight years, and am well known throughout the company. For that entire time I have always upheld the highest standards in business integrity and ethics. I am known as someone who gets things done and done on time. Prioritizing is the key, and when I prioritize I always take in to account internal and/or external deadlines and potential value impact to the company.	
Comments by Mike Ferfon: You work with a high level of integrity and I always trust that you are putting in your best effort on projects.	
Comments by Darrell Hollek: No comments	
Comments by Dalon Schuckman: No comments	
Open Communication	

Rating by Danny Hart:

Supervisor Rating*: A - Acceptable

Comments by Lea Frye:

I try hard to practice this skill as I have found that teams work better with open communication and that more is usually accomplished with face to face communication whenever possible. I make it a point to visit with people I work with frequently and with other peers to discuss technical matters. While I have not perfected this skill, I do feel accomplished at communication with my co-workers and peers as people often visit me for advice and guidance.

Comments by Mike Ferfon:

Open Communication is important in the DW RE role as it is a natural nexus for workflows to converge and be driven from. You are a very consistent communicator in meetings and with your direct as well as indirect coworkers. One item to possibly have awareness of is how you make your points and opinions in very rare instances where it can be abrupt. Smoothing out that delivery can allow more focus on the content of what you are saying.

Comments by Darrell Hollek:

No comments

Comments by Dalon Schuckman:

No comments

People and Passion

Rating by Danny Hart:

Supervisor Rating*: A - Acceptable

Comments by Lea Frye:

I come to work to get things done, and I expect that should be evident to those who work with and around me. I push hard, and work every day to do better than the day before. Part of what drives me is to keep learning to do better, and frankly the challenge of all the unknowns on every project we do is a big driver for me. I enjoy the learning part of this job, and take every opportunity I can to improve my knowledge and skills.

One thing that I think is very unique about me is that I have forged very good working relationships with individuals in virtually every segment of our company. I have found that people differ quite a bit, and by taking note of what is important to different individuals, I can relate to them better, be a better work partner, and motivate them to do their best work. In my mentoring roles, I am trying to pass this along, as it can do a lot to improve performance of the various work teams that we all participate in.

Comments by Mike Ferfon:

Your passion for your work is evident and consistent.

Comments by Darrell Hollek:

No comments

Comments by Dalon Schuckman:

No comments

Servant Leadership

Rating by Danny Hart:

Supervisor Rating*: A - Acceptable

Comments by Lea Frye:

My starting point is that I work very hard to do what people ask or need me to do. I feel strongly that before I can ask others to perform at their highest level, I need to be demonstrating that by my own work. From there, I am not afraid to ask, or to expect others to also perform at a high level. On a regular basis, I share what I know with others, even when the help they need is not related to my direct work. I have experience in multiple areas of the company, and am still considered a resource to many of the people in those areas. This practice has also helped at times when I need assistance from the other segments of the company, and I feel that people will go out of their way to assist me when

Rating by Lea Frye:

Employee Rating*: A - Acceptable

Rating by Lea Frye:

Employee Rating*: E - Exceptional

Rating by Lea Frye:

Employee Rating*: E - Exceptional

needed do in a large part to their appreciation to my style of helping others.

This expands further to the idea of working in teams. People know that I trust them and their expertise to do their jobs well, and they also know that I expect it of them. They also know that they can rely on me to deliver on my side. I respect the opinions and input of others, but I am not afraid to stand up for things I feel are important, or critical to project success. My approach is to credit others as much as possible, and by helping others to succeed at their roles, to help guide the team to succeed in accomplishing great things for the company

Comments by Mike Ferfon:

High expectations come with the Sr Staff Engineering position in this Value and it speaks high of you to have achieved this level on the early end. Good examples of you giving credit to your team members and other groups for contributions directly related to your work was recognized. Also, be aware to credit those before you as well when it is due. Your recent initiative of making the region aware of the intricacies and timing issues associated with getting an approved EP through the BOEMRE is commendable.

Comments by Darrell Hollek:

No comments

Comments by Dalon Schuckman:

No comments

Goals

Goal Name:

Blind Faith: Manage and maintain 2P production, reserves and budget

Goal Description:

Measurement Source:

Target budget forecast (2013: 4.3 Net MBOED); Target budget Capex (2013: 17.2 Net MM);

Status: Start: Due:

On Target 07/01/2013 10/31/2013

Rating by Danny Hart:

Supervisor Rating*: 2 - Meets Expectations

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Comments by Lea Frye:

Volumes: While actual volumes at Blind Faith will be under by -800 net MBOED due to the drawdown pilot implementation on 3 of the 4 wells. The impact of the drawdown pilot, recommended to partners by APC, has been better than anticipated and has reduced field decline from a - 65% annual effective rate to a - 20% annual effective rate. The overall result is favorable and will enable making and/or surpassing budgeted volumes for 2014 and more importantly, preserving volumes until the execution of phase two at Blind Faith.

Capex: Execution on long lead items for phase two was delayed resulting in a - \$12MM Net difference from budget for the year.

Comments by Mike Ferfon:

Good effort on continuing to push the drawdown pilot that was put on hold in Q1 2012 by Chevron upper management. One thing to be aware of is if there is a chance for such an operation to occur in a given year it would be good to build into the following years budget. I appreciate the effort in fine tuning the reserves on the books for Possibles in the 2013 year.

Comments by Danny Hart:

No comments

Goal Name:

Shadowcat: Progress to drill ready status, keep up to date on drilling operations, oversees MDT operations and in the success case move quickly toward sanction

Goal Description:

Measurement Source:

Obtain final internal AFE approval by 3Q. Assist with EP and APD approval process as needed with a YE spud target.

Status: Start: Due:

Complete 01/01/2013 12/31/2013

Rating by Danny Hart:

Supervisor Rating*: 2 - Meets Expectations

Rating by Lea Frye:

Employee Rating*: 1 - Exceeds Expectations

Comments by Lea Frye:

This project had many challenges from partners, to permits and marginal economics. These challenges were overcome through perseverance and creativeness from all the team members. My main contributions to the project included putting together a compelling strategic story to sell the project to upper management and helping the team to stay on top of all the moving parts in order to ensure we were drill ready on all fronts. Currently the team is preparing for the success case by completing basis of design for the Shadowcat #2 well by year end and working on the CID.

Comments by Mike Ferfon:

Good contributions in pushing forward the Shadowcat project with the team and continuing to highlight the Strategic points of executing on Shadowcat before the volume cliff at IHUB.

Comments by Danny Hart:

No comments

Goal Name:

Alink submittals:

Goal Description:**Measurement Source:**

minimum of 3 submittals with a stretch of 5 submittals

Status: Start: Due:

On Target 01/01/2013 12/31/2013

Rating by Danny Hart:

Supervisor Rating*: 2 - Meets Expectations

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Comments by Lea Frye:

Year to date I have submitted two quality A-links topics which many peers have commented on as easy to follow and understand while still delivery a key message or learning. One of these topics received a certificate of appreciation for "featured content" in February. I still am on target to meet my goal of three submittal, as I have another presentation in works to highlight the EPA air permitting requirements and the impact on timing and drilling operations for those project East of the 87.5 degree longitude.

Comments by Mike Ferfon:

These contributions are very educational and valuable to the corporation for transfer of knowledge. Keep up the great work in this area.

Comments by Danny Hart:

No comments

Goal Name:

Training:

Goal Description:**Measurement Source:**

Re certify for water survival, Nexus software training, SPE or OTC conference attendance and time permitting Kappa software training and/or Nautilus course.

Status: Start: Due:

Complete 01/01/2013 12/31/2013

Rating by Danny Hart:

Supervisor Rating*: 2 - Meets Expectations

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Comments by Lea Frye:

Completed Nexus Training (3/25-3/29); Offshore Water Survival (8/16) and Nautilus Course (6/17 -6/26)

Comments by Danny Hart:

No comments

Goal Name:

Advance Blind Faith 2 Project

Goal Description:

Influence partners on Blind Faith 2 Project scope and execute on internal analysis of Blind Faith 2 Project impact on Blind Faith asset value (reserves, production and economics)

Measurement Source:

Completion of Blind Faith 2 project analysis and internal recommendation

Status: Start: Due:

07/01/2013 10/31/2013

Rating by Danny Hart:

Supervisor Rating*: 1 - Exceeds Expectations

Comments by Lea Frye:

While uncertainty still remains in the overall project results, the team was able to put together a thorough assessment to recommend moving forward with the BF 2 project as proposed by the operator. The assessment was inclusive of the risks and uncertainties in achieving the desired reserves uplift required to make an economic project. I lead the efforts in the evaluation of the project components working with production, completions and in house specialists to develop a risked uplift for the proposed acid stimulation program and with G&G to best represent the workover reserve potential. The project was approved by upper management based on the evaluation presented by the asset team in August.

Rating by Lea Frye:

Employee Rating*: 1 - Exceeds Expectations

Comments by Mike Ferfon:

I really appreciated the level of scrutiny with which you approached this evaluation with the team, breaking down the value proposition into components that made it easy to see what the inherent risks were versus the reward. This work provided a nice buffer of comfort when it came time to sign the hefty AFE for Phase 3.

Comments by Danny Hart:

No comments

Goal Name:

Miocene Exploration: Support G&G with Halley and other EGOM Miocene prospects

Goal Description:

Measurement Source:

Assist G&G with moving Halley prospect to the next level of technical evaluation and prepare economic evaluation

Status: Start: Due:

Will Not Meet 01/01/2013 12/31/2013

Rating by Danny Hart:

Supervisor Rating*: 2 - Meets Expectations

Comments by Lea Frye:

Other higher priority worked pushed this goal to the back burner. However, progress has been made toward evaluating Halley tie-back options, tie-back costing and progress made on MBAL for near by Mica field. Awaiting final G&G reserve and risk evaluation to run economics.

Comments by Mike Ferfon:

Understandable on the priorities. One thing to consider for these types of evaluations is that even if there is not a final product from the G&G staff, a basic, high level analysis can still be framed up that might be essential in directing your colleagues thinking on the interpretation side. Early RE input can be beneficial whenever possible.

Comments by Danny Hart:

No comments

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Goal Name:

Mentoring

Goal Description:

Continue to mentor new hire reservoir engineer; focusing mainly on application of technical skills in EGOM, assisting with software knowledge training and most emphases on everyday processes for EGOM base production and new developments. Continue to assist with IHUB simulation evaluations for existing and future IHUB fields.

Measurement Source:

Quality of work performed by mentoree

Status: Start: Due:

On Target 01/01/2013 12/31/2013

Rating by Danny Hart:

Supervisor Rating*: 2 - Meets Expectations

Comments by Lea Frye:

My main focus on mentoring was processes, fundamentals of software, where to find needed data and introduction to in house experts. My mentoree is performing high quality work and making relationships with our in house experts to help guide the work. Not only have I mentored within our EGOM group but I have also mentored other GOM engineers throughout the year. Early in the year I held a mini PEEP training session for a few of the new reservoir engineers and I have helped some of the less experienced engineers by acting as a sounding board for their technical work.

Comments by Mike Ferfon:

Rating by Lea Frye:

Employee Rating*: 1 - Exceeds Expectations

Thanks for your contributions here. I know the GOM Leadership Team sees this as essential for the Sr Staff level and your efforts are recognized.

Comments by Danny Hart:

No comments

Goal Name:

WCD Team Advisor

Goal Description:

Advise WCD team with the development of WCD best practices and work flows.

Measurement Source:

Advise WCD team with the development of WCD best practices and work flows.

Status: **Start:** **Due:**

On Target 01/01/2013 12/31/2013

Rating by Danny Hart:

Supervisor Rating*: 2 - Meets Expectations

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Comments by Lea Frye:

Continue to advise worst case discharge team with recommended work flows utilizing the Gemini Solutions software. Assisted early in the year with recommended data capture and data quality to be used in the calculations which is part of the final recommended WCD work flow rolled out to all GOM engineers.

Comments by Danny Hart:

No comments

Goal Name:

Flow Engineering Team

Goal Description:

Actively participate and assist in developing spill drill best practices and procedures for flow team (Ongoing).

Measurement Source:

Status: **Start:** **Due:**

Complete 01/01/2013 12/31/2013

Rating by Danny Hart:

Supervisor Rating*: 2 - Meets Expectations

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Comments by Lea Frye:

Participated in the annual exercise required for the flow engineers team. This exercise took place on 11/5/2013.

Comments by Mike Ferfon:

Thanks for your continued participation in this process which is essential to us continuing to operate in the GOM.

Comments by Danny Hart:

No comments

Goal Name:

AFE clean up

Goal Description:

Close out old AFEs and supplement as needed for all EGOM assets.

Measurement Source:

Close out old AFEs and supplement as needed for all EGOM assets.

Status: **Start:** **Due:**

Complete 01/01/2013 12/31/2013

Rating by Danny Hart:

Supervisor Rating*: 2 - Meets Expectations

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Comments by Lea Frye:

With the help of our engineering tech, my colleague and I have all EGOM AFEs with compliance for supplement guidelines and closed all outdated AFEs to prevent additional charges from hitting them without being notified. This effort has made cost tracking manageable for our team and those that will follow.

Comments by Danny Hart:

No comments

Goal Name:

Avenger Program: Advance bigger program based on results at Shadowcat

Goal Description:

Position group to be ready to execute a larger Avenger program by working toward EP submittal on remainder of Avenger prospects. EP Goal: Livewire (LL 534) - High Priority no EPA Air permit required, Phoenix (LL 410) - Needs EPA air permit but ready to go with minimal work. Focus on working toward drill ready status for Torch, Kingpin and Livewire Prospects (RCT/AFE quality Costs etc..)

Measurement Source:

EP Goal: Livewire (LL 534) & Phoenix (LL 410) ready for submittal by year end and moving forward with internal drill ready status on 2 prospects by year end.

Status: ☒ Complete Start: 01/01/2013 Due: 12/31/2013

Rating by Danny Hart:

Supervisor Rating*: 1 - Exceeds Expectations

Rating by Lea Frye:

Employee Rating*: 1 - Exceeds Expectations

Comments by Lea Frye:

Completed the worst case discharge calculations and documentation for the following prospects; Livewire, Powerhouse and Phoenix. Submitted exploration plans to regulatory department (10/3/2013). Assisted G&G with basis of design documentation for Torch, Phoenix, Kingpin, Livewire, and Powerhouse prospects. The EGOM team provided to the drilling department the working basis of design documents and exploration plans for the aforementioned prospects on 10/7/2013. All Avenger prospects economic cases have been updated with the most recent cost trends for portfolio in preparation to bring forward for internal approvals.

Comments by Mike Ferfon:

One of your main strengths is in driving processes and this was clearly on display here. We can now comfortably promise options to idle rig slots with at least 3 almost drill ready prospects for 2014.

Comments by Danny Hart:

No comments

Goal Name:

Miscellaneous

Goal Description:

Capture of accomplishments not in original goals

Measurement Source:

Status: ☒ Complete Start: 01/01/2013 Due: 12/31/2013

Rating by Danny Hart:

Supervisor Rating*: 2 - Meets Expectations

Rating by Lea Frye:

Employee Rating*: 1 - Exceeds Expectations

Comments by Lea Frye:

High Rate Well Productivity Initiative Team: Functioned as team lead for the Brownfield Team. The Brownfield team deliverables included case studies of operated and non operated assets with lessons learned and threat analysis flow diagrams for the most common productivity threats with recommended monitoring and mitigation plans for the reservoir, tubing/completion, flowline and topsides. These deliverables were used to identify areas of strengths and weakness in our operation philosophy which was presented to the steering committee, worldwide operations and GOM operations.

Knowledge Share: Worked closely with my Cesar Tonga counterpart and several in house experts on PI decline issues at Blind Faith and Cesar Tonga fields. Our collaboration resulted in convincing the operator of Blind Faith to implement the managed drawdown pilot and internally to implement a managed drawdown pilot at Cesar Tonga field and pilot and acid stimulation job.

Comments by Mike Ferfon:

Thanks for your contributions with this initiative. It is always good to shine light on what best practices should be.

Comments by Danny Hart:

No comments

Individual Development Activities

Combined Year-End Rating

Combined Year-End Rating A2 - Acceptable/Meets Expectations

Section Comments:

Comments by Mike Ferfon:

Lea had a very strong year coming off the heels of a well deserved promotion to Sr Staff Engineer where the bar is raised significantly. Her strengths are clearly in consistent solid work ethic, driving processes, and in project evaluations. One thing to consider is to continue to add technical tools to the toolbox in application to grass roots technical analysis. Your consistent, methodical approach to your work is a primary reason I recommended you for the Shenendoah assignment where I feel you will bring even more value.

Anadarko 2014 Performance Review Process Form for Lea Frye



Employee Information

Year-End Instructions:

Employee must rate each value and goal listed in the sections below. Use the comment fields to give detailed examples.

Supervisor must rate each individual goal and value and must select an overall rating and enter overall comments. Supervisor may use the comment fields for individual goals and values as needed.

Click here for more information on the Performance Review Process.

Name: Lea
Last Name: Frye
Position Title: Sr Staff Reservoir Engineer
Org Unit ID: Operations Eastern Gulf of Mexico (10000259)
Supervisor: Pat McGrievy
HRBP: Dalon Schuckman
Grade: 88

Values

Review each of the core values below.

For more information, click here - Core Values Expected Behaviors Guide.

Commercial Focus

Rating by Pat McGrievy:

Supervisor Rating*: E - Exceptional

Supervisor Comments:

Lea has demonstrated her commercial focus time and time again through her engineering and economic work on the Shenandoah project and also reflected in the GOM studies such as the Brownfield high rate Initiative. This was a study which she helped to coordinate. The results will be rolled out in Q1, 2015 and should be an excellent tool to help other reservoir and production engineers manage the many brownfield wells in the GOM. She's clearly the lead when it comes to coordinating the efforts of the Shenandoah Team. She continues to be very holistic in her thought process and understands the big knobs that drive the commercial solutions and ultimate decisions. She consistently challenges the status quo and is a highly respected "big picture" thinker. I have a high regard for Lea and her commercial skill sets.

Rating by Lea Frye:

Employee Rating*: E - Exceptional

Employee Comments:

I am always keeping the big picture in mind and encouraging team members to the same. Anticipating what comes next and planning ahead for the decision that will be required is important and something I do well. The decisions we make are not always straight forward as many factors influence the outcome, so I endeavor to understand all the risks and the rewards and way them against each other before recommending a course of action on all projects I work.

Integrity and Trust**Rating by Pat McGrievy:**

Supervisor Rating*: E - Exceptional

Supervisor Comments:

Since joining the Foldbelt Team in late 2013 as subsurface team lead for Shenandoah, Lea has developed a strong professional relationship with both her fellow Foldbelt Team and her Shenandoah subsurface project for which she leads. Lea plans her business well & sets priorities and everyone on the immediate and extended Shenandoah team knows their responsibility and how they can impact the project. She is a trusted technical contributor who readily helps others get organized; laying out goals, objectives and largely corriographing each internal and external partnership meeeting that she organizes and participates. She produces positive value-added results under just about any situation that she's dealt. She tells the truth no matter circumstances-she has exceptional judgement on how/when to present sensitive material.

She continues to establish herself amongst her peers to be reliable, conscientious and one with high moral standards. She has clearly earned the trust and respect of her peers and extended Shenandoah team.

Rating by Lea Frye:

Employee Rating*: E - Exceptional

Employee Comments:

I have always upheld the highest standards in business integrity and ethics. I am known as an individual whom speaks truthfully based on the knowledge at hand and who is willing to admit to my errors. I will not be swayed to bend the truth to fit a purpose. I am known as someone who gets things done and done on time.

Open Communication**Rating by Pat McGrievy:**

Supervisor Rating*: A - Acceptable

Supervisor Comments:

Lea relates well to others as demonstrated by the broad spectrum of potentially challenging and opinionated personalities (drilling, completions, project engineers) that she works with on the Shenandoah surface and subsurface teams on a routine basis. She effectively articulates opinions/ideas to all audience types and is always timely in her delivery of information to others. She also listens appropriately to others opinions. She is effective at providing the right lelvel of information based on the audience and eagerly seeks others opinions and knowledge to ensure that their sentiments are heard and well-understood..

Rating by Lea Frye:

Employee Rating*: A - Acceptable

Employee Comments:

I continue to practice this skill as I have found that teams work better with open communication. On my current project, I have orchestrated a multi-discipline team meeting held weekly to promote face to face communication. While it is not always easy to keep the peace, the communication has helped each discipline to see how decisions impact each other and learn to compromise for the greater good. These meetings have also served as a great avenue on practicing how to communicate effectively in preparation for partner meetings. While I have not mastered all these skills I feel I have made progress toward being a role model for others.

People and Passion**Rating by Pat McGrievy:**

Supervisor Rating*: A - Acceptable

Supervisor Comments:

Lea has a quick action for results (no matter the timeframe). Readily volunteers for opportunities beyond her primary job (i.e. Brownfield high rate well initiative; Subject Expert for A-Links) . She has an energy toward challenges-take on many "process improvement" tasks for the benefit of the team.

In addition, she effectively builds and maintains respectful and positive working relationships with her immediate and extended teams. She treats people fairly and has a passion for her work and for the success of the team and for the company. Lea has a strong personality, however, (which is good as she readily stands for what she believes) and obviously has a real passion for her work, but at times her outspoken passion may be construed by others to be slightly condescending at times.

Rating by Lea Frye:

Employee Rating*: E - Exceptional

Employee Comments:

My passion for my work is evident in the work product delivered. I strive to improve in every aspect from technical to business acumen and relationships with my peers. I push hard, and work every day to do better than the day before. Part of what drives me is pride in a job well done as well as a pure thirst for unraveling the mysteries of the subsurface world.

Working relationships are important to me, I strive to build and grow relationships based on honesty and trust. I enjoy learning what motivates individuals and harnessing this knowledge to achieve great things as a team.

Servant Leadership**Rating by Pat McGrievy:**

Supervisor Rating*: A - Acceptable

Supervisor Comments:

Lea acts in the company's best interest over her own personal interests. She generally makes others feel valuable. She assesses her peers individual motivator's to get the best results and she can easily relate to any team member regardless of personality differences. Humility- always shares credit, uses "we" & "us". She usually uses clear/strategic judgement on picking her battles and "calling in favors". Request of her colleagues usually come first, no matter what extra effort that may call for in completing tasks on/before the deadline.

Rating by Lea Frye:

Employee Rating*: A - Acceptable

Employee Comments:

I work hard to anticipate what people need from and me to deliver an accurate timely product. I strive to perform at my highest level always and have found that by doing so this motivates other to do the same. I make every attempt to give time help others, even when the help they need is not related to my direct work. I respect the opinions and input of others, but I am not afraid to stand up for things I feel are important, or critical to project success. My approach is to credit others as much as possible, and by helping others to succeed at their roles, to help guide the team to succeed in accomplishing great things for the company.

Goals

Goals should be specific, measurable, attainable, relevant and time-bound. Your goals should be aligned to the corporate goals as well as your department and team goals.

Goal Name: High Rate Well Initiative

Goal Description: Goal Description: Complete technical guideline documentation for the Brownfield portion of the high rate well initiative to be rolled out GOM wide. Deliverables include defining integrated asset management, recommended system surveillance and prevention/remediation of main productivity threats.

Measurement Source: Phase 1: 3rd Quarter 2014

Phase 2: YE 2014

Phase 3: 2015

Status: ☒ On Target **Start:** 01/01/2014 **Due:** 12/31/2014

Progress:

Phase 1: Need to set review with asset managers, make suggested changes and roll out to GOM. Set review for Late August/early September.

Rating by Pat McGrievy:

Supervisor Rating*: 1 - Exceeds Expectations

Supervisor Comments:

Despite the fact that the delivery of this objective has been slightly delayed to a Q1, 2015 roll-out, the results of the GOM high rate well Study and tool development is a valuable element and tool for reservoir and production engineers to effectively manage thier

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Employee Comments:

The Brownfield content for the high rate well initiative is complete and ready for rollout. Rollout for the GOM technical forum and the GOM QBR are both scheduled for January of 2015. A high level review of proposed content and message was presented to the General Managers on 9/4/2014 seeking endorsement for a year-end

respective wells going forward. Historically, many wells in the GOM have developed skin damage, and in some cases, catastrophic failure due to mis-management. This tool will be useful as leading guidance for prudent decision making and well maintenance.

Lea has been very busy as her time has been consumed with effectively managing the Shenandoah technical team as well as directing the study of the high rate well initiative. Her ability to go above and beyond in delivering is very commendable and highly-appreciated by management.

rollout. Upon request, a second review was given to the senior reservoir staff on 9/16/2014 for additional recommendations prior to a GOM wide rollout. Recommendations from the staff have been incorporated in to the content to be rolled out. While the timing did not work as originally planned, the full package (Phase 1- Phase 3) is complete and will be presented in early 2015.

Goal Name: Shenandoah Basin Appraisal Well Data Capture

Goal Description: Assist exploration counterparts to ensure quality data capture from next appraisal operations. Coordinate with internal and external experts on recommended analyses to be performed on fluid and rock data collected. Incorporate results in to parametric studies to narrow uncertainty ranges on in place and recoverable resources.

Measurement Source: Capture pertinent fluid, pressure, log and rock data for analyses. Timing: Linked to TD of WR 52 #2 Well

Status: ☒ **On Target** **Start:** 01/01/2014 **Due:** 12/31/2014

Progress:

Working on by-pass core AFE approvals; Interacting with exploration counterparts on data requirements.

Rating by Pat McGrievy:

Supervisor Rating*: 2 - Meets Expectations

Supervisor Comments:

Lea has been the point for both the exploration and development teams for data gathering (fluids and core data) and collaborating with other technical experts such as Nikhil Joshi (FA) and Jonn Cromb (completions needs), among many other disciplines, to ensure that all disciplines requirements are achieved to move the project forward. Lea also periodically consults with Brad Browning, who has a wealth of experience on data gathering and management.

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Employee Comments:

Coordinating and prioritizing whole core data requirements with Shenandoah team members to ensure adequate core captured to cover all data needs and core testing requirements are known and understood by all parties. AFE support documentation for the whole core acquisition has been prepared for submittal awaiting final whole core cost estimates. Final coring costs not expected until entire section seen and core points selected by greater team. Collaborating with exploration counterparts on data needs for the development team from the MDT program. Based on collaboration efforts, a total of six coated single phase bottles will be run to further define if H2S is present or not. The presence of H2S, even in small amounts, has a big design impact at these pressures and if bottles are not coated H2S will be scavenged. In addition, I have offered my time to assist exploration with the MDT acquisition expected to happen before year end.

Goal Name: Shenandoah Feasibility Studies

Goal Description: Coordinate subsurface efforts with facility efforts to evaluate multiple development scenarios incorporating uncertainty in resource size and drive mechanism. The objective of the feasibility studies is to define the following for each concept; complete risk assessment, strategic business fit, potential returns and identify any/all technology gaps. Work with facility project team to evaluate pre-screening development concepts in advance of Concept Select phase.

Measurement Source: Complete evaluation of each concept and final delivery of feasibility results (internal and to partners) by 4Q 2014.

Status: ☒ **On Target** **Start:** 01/01/2014 **Due:** 10/31/2014

Progress:

Two out of eight deliverables complete to date. Five deliverables will be complete post partner meeting late August and the last will be complete by year end.

Rating by Pat McGrievy:

Supervisor Rating*: 1 - Exceeds Expectations

Supervisor Comments:

Lea has worked effectively with the facility project and subsurface teams to help define a variety of reasonable pre-screening development scenarios, whether it be an EPS solution or a large Semi-sub. Her work in completing the economic evaluation of each concept has helped to determine the viability of each opportunity. Additionally, a risk assessment workshop, conducted in July, 2014 helped the project team to understand the technical gaps associated with each of these development concepts and has helped to

Rating by Lea Frye:

Employee Rating*: 1 - Exceeds Expectations

Employee Comments:

Lead parametric studies to evaluate multiple development scenarios incorporating uncertainty in resource size, well deliverability and drive mechanism. As part of the feasibility studies the team evaluated each concept for a strategic business fit, potential returns and identification of risks and technology gaps to be better defined entering in to concept select. This work in conjunction with the facilities project team has led to recommendation to drop the large semi case as a production host and has added a phased early production test concept to be further evaluated going in to 2015.


define solutions to de-risk each of the identified technical risks. These findings were shared with members of the EC. Currently, the team is working on a phased approach as a leading concept that will include an early production dry tree or wet tree system to understand the short and long term productivity of the Wilcox and also the FA and completion designs that will drive the follow-up development.

Additionally, I kicked off several studies to support efforts to evaluate and define drilling risks, pressure support feasibility and completion risks through a full 3D geo- mechanics study and a quick look geo- mechanics study. Moreover, a more detailed geo-chem study and additional fluid studies are under way to reduce uncertainty in recovery and deliverability due to fluids. Lastly, I have compiled and submitted 6 out of 8 of the subsurface deliverables tied to the feasibility studies, with completion of the last two expected by year end.

Goal Name: Inter Disciplinary Communication

Goal Description: Participate and attend monthly EXP and DEV meetings. Influence next appraisal well placement based on parametric studies. Collaborate and work with all key disciplines (drilling, completions, production, 20 K technology group and facilities) to ensure data transfer and communication.

Measurement Source: On going through out the project

Status:  **Start:** 01/01/2014 **Due:** 12/31/2014

Progress:

Internal surface/subsurface meetings have been a great avenue for communication among the team. This has spurred many great ideas and discussion around focus for the project.

Rating by Pat McGrievy:

Supervisor Rating*: 1 - Exceeds Expectations

Supervisor Comments:

Lea has demonstrated strong leadership skills in the technical management and advancement of this project. She has done a real good job of keeping the technical staff aligned with her weekly luncheon technical staff meetings with both the the Shenandoah subsurface and project-related teams. without this meeting, internal alignment would've been difficult. Her strengths in these meeting settings are her ability to keep the meetings on point and to force discussions and solutions on some of the more challenging and contentious issues such as completion practices and flow assurance. Her effective work relations with the exploration team has also reaped benefits in influencing appraisal well locations. The Shenandoah project team maintains communication with the exploration team through monthly technical meetings and bi-lateral communication to apraise both teams on project advancements and plans forward. Again, Lea usually has the lead on the development side for these meetings.

Rating by Lea Frye:

Employee Rating*: 1 - Exceeds Expectations


Employee Comments:

Openly communicating with exploration team about development team work and resulting subsurface interpretations. Several formal and informal meetings were held to share our thoughts and ideas around the subsurface uncertainties as related to appraisal and data capture and the potential impact on sanction timing. Led basin pressure interpretation meeting which ultimately led to the current appraisal well bottom hole location which was deviated to target a structurally higher position than the original starlight-hole location. Organize weekly surface/subsurface meetings held to transfer knowledge and generate discussion between disciplines. These meetings have been an effective means of identifying key decisions points, key risks and potential gaps in technology and/or studies. Furthermore, the meetings lead to two workshops geared toward defining a dry tree base case and a wet tree base case for comparative purposes along with key sensitivities/differences to be explored in order gain alignment amongst the team as the project prepares to move from feasibility studies to concept select. This alignment will better define the path forward as we move through 2015 and make some major decisions that will work toward narrowing down to a single development concept for concept select.

Goal Name: Partner Meetings

Goal Description: Coordinate initial April 2 and all subsequent quarterly subsurface partner meetings. Coordinate partner alignment kick-off meeting scheduled for late April. Responsible for presentation content for subsurface parametric studies as well as updates on other on-going studies to keep partners informed and aligned. Maintain collaboration with partners throughout all project phases. Utilize Live Link as a tool to share and communicate with partners.

Measurement Source: Quarterly Meeting through 4Q 2014. Feedback from team and partners on delivery of presentations and collaboration.

Status:  **Start:** 01/01/2014 **Due:** 12/31/2014

Progress:

Continue to collaborate with partners on development ideas and leverage their expertise/manpower as needed to satisfy project needs. On target to complete all quarterly partner meetings by December.

Rating by Pat McGrievy:

Supervisor Rating*: 1 - Exceeds Expectations

Supervisor Comments:

Lea has lead or has helped to coordinate each of the quarterly partner meetings (subsurface and surface-facility project meetings) throughout the 2014 evaluation period. She also routinely communicates, interfaces and collaborates with her technical counterparts with the other company's which make up the Shenandoah partnership. Her

Rating by Lea Frye:

Employee Rating*: 1 - Exceeds Expectations

Employee Comments:

Coordinate agendas and partner presentation material for all partner meetings. This is an important role as partners expect clear, concise and timely communication about the project. To date, Anadarko has hosted six partner meetings with great success. Partners have been very complimentary of the meetings and the progression of the project

ability to manage these meetings on the technical level and provide the proper level of information to the partnership has been commended by many who have attended these meetings. This perhaps is the most time-consuming and most important role for Lea. She has conducted herself quite well in meeting management skills and has demonstrated her leadership skills amongst her peers. The most recent meeting, held in November was a two day partner alignment workshop and the feedback from the partnership was very good. Despite the complexity of this project and the potential for misalignment, I'm very pleased with where this project is headed and it can be directly related to the work that Lea has done and

through the feasibility stage. Anadarko will host two workshops mid-November to gain alignment with partners going in to concept select early in 2015 carrying two main development concepts to be compared. The project team has prepared for this with the two internal workshops held on 10/23 and 10/27.

Goal Name: Progress Shenandoah Discovery

Goal Description: Goal is to work project to sanction point in late 2016: Work collectively with facility project team, 20K project team, exploration team, internal stakeholders (drilling, completions, FA) and external stakeholders (partnership and BSEE) to progress project in parallel with the appraisal drilling phase to concept select phase and ultimately to sanction in late 2016.

Key 2014 focus areas for project will be the completion of Ph1 & Ph2 subsurface parametric studies; concept select screening studies; initiation of the development of 20K technologies; 20K rig contract commitment; operational and technology maturation (identify and address key challenges for drilling, completions, FA, etc.); collaboration with APC Exploration to influence appraisal planning; and maintain subsurface geo-modeling and dynamic modeling alignment with partnership through routine communication and periodic subsurface partnership meetings.

Measurement Source: Complete concept screening process in Q3, 2014 and parametric studies phases 1 & 2 by Q4, 2014. Formalize IPT by end of Q4, 2014.

Status: Off Target **Start:** 01/01/2014 **Due:** 12/31/2014

Progress:

Phase 2 parametric studies and IPT formalization may slip into 1Q 2015 based on current outlook. Concept screening and Phase I parametric studies on target.

Rating by Pat McGrievy:

Supervisor Rating*: 1 - Exceeds Expectations

Supervisor Comments:

Lea has done a very admirable job of progressing and directing the multiple teams that make up the Shenandoah project. This arguably is the most complex and challenging projects in the history of APC from all angles. The major complexities of the project include the deep Wilcox formation with potential compartmentization, FA and pressure maintenance challenges; the 20A initiative with the requirement of new technology development in D&C and subsea design; regulatory challenges from a commingling perspective; the development of a first of a kind EPS solution; multiple partnerships with diverse agendas; and further challenged by the 180 day clock and the requirement to run in parallel with the exploration team influencing the location(s) of the next appraisal wells.

Despite the litany on challenges of this project, Lea has been essentially been flying solo as a reservoir engineer, managing and directing traffic for her counterparts on the Shenandoah team. She has done a very commendable job for the Shenandoah project.

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Employee Comments:

The project team and the 20A team have maintained momentum throughout the year targeting sanction in 2016 and first oil in 2019. Alignment was achieved internally between the 20A team and project team around roles and responsibilities in support of the Shenandoah project. Quarterly subsurface and IPT partner meetings have been scheduled to ensure alignment with partners.

Based on the reservoir uncertainties identified in the Phase I parametric study work it was decided to push Phase 2 parametric studies and IPT formation back to January 2015 after the results come in from the current drill well. This would allow the results from the well to be incorporated in to Phase 2 parametric studies going forward and a natural transition from appraisal stage to concept select stage. The shift in timing to date has not impacted the project timeline. Work is still progressing in parallel between the 20A team and the project teams to better define schedule risks going into 2015. Adjustment to the timeline will continually be examined to ensure schedule and subsurface risks are adequately satisfied before committing to a field development plan.

Individual Development Activities

Review and identify skills and behaviors needed to effectively meet goals. The Development Plan is completed as part of the Performance Review Process.

Category: Development Activities

Development Activity Name: In-House Formal Training

Value : Open Communication,
People and Passion,
Servant Leadership

Description : Attend the following courses: Project Management, Livelink training and ACES training if available this year

Measurement Source : Complete by 3Q 2014

Start: 01/01/2014

End : 12/31/2014

Status : **On Target****Progress :****Supervisor Comments:**

Lea has successfully completed these needed training courses.

Employee Comments:

Goal Meet

Category: Development Activities

Development Activity Name: Training/Conference

Value : Commercial Focus

Description : Attend Formation Damage Course, OTC , internal reservoir characterization meetings and other conferences or training opportunities of interest and applicability as time permits.

Measurement Source : Complete by 4Q 2014

Start: 01/01/2014

End : 12/31/2014

Status : **On Target****Progress :****Supervisor Comments:**

Lea has completed the formation damage seminar which proved to be valuable in her work on the high rate well initiative.

Employee Comments:

Goal Meet

Combined Year-End Rating

Determine the alpha and numeric rating for goals and core values.

Combined Year-End Rating A1 - Acceptable/Exceeds Expectations**Section Comments:****Supervisor Overall Comments:****Employee Overall Comments:***No comments*

As her rating indicates (A1), Lea had a very strong year in a leadership capacity as the team lead at Shenandoah. Her strengths are her ability to skillfully and diplomatically drive processes and people without collateral damage; effectively manage her project work and reliably meet deadlines; and consistently exude strong work ethic for which she is a role model. Lea's ability to effectively manage and progress the Shenandoah project to its current state, is highly commendable given the various strong personalities and the many obstructions that have been encountered in 2014. I'm confident that she will continue to function at this high level in 2015. I'm feel fortunate to have her on my team.

Signatures

The employee's signature indicates the employee and supervisor have had the performance discussion.

Manager: Pat McGrievy 01/26/2015

Pat McGrievy

Employee: Lea Frye 01/27/2015

Lea Frye

Section Comments:

Supervisor Signature Comments:

No comments

Employee Signature Comments:

2014 was a great year full of new learning opportunities for me as the subsurface lead for the Shenandoah development team. I have grown in strength in my knowledge of deep-water developments through the interactions I have had with my peers, the facilities team and the 20A team. A special thank you for the support of my colleagues and my supervisor as we faced many challenges in 2014. I am proud of the work accomplished by all involved and look forward to 2015.

Anadarko 2015 Performance Review Process Form for Lea Frye



Employee Information

Year-End Instructions:

Employee must rate each value and goal listed in the sections below. Use the comment fields to give detailed examples. Supervisor must rate each individual goal and value and must select an overall rating and enter overall comments. Supervisor may use the comment fields for individual goals and values as needed. Click here for more information on the Performance Review Process.

Name: Lea
Last Name: Frye
Position Title: Sr Staff Reservoir Engineer
Org Unit ID: Operations Eastern Gulf of Mexico (10000259)
Supervisor: Pat McGrievy
HRBP: Dalon Schuckman
Grade: 88

Values

Review each of the core values below.

For more information, click here - Core Values Expected Behaviors Guide.

Commercial Focus

Rating by Pat McGrievy:

Supervisor Rating*: E - Exceptional

Supervisor Comments:

Year in and year out, Lea continues to demonstrate her commercial focus through her engineering and commercial work at Shenandoah, which is unquestionably one of the most complex projects from a number of fronts in Anadarko's portfolio. She's clearly the beacon when it comes to leading and coordinating the technical and commercial efforts of the team. She approaches problems with a strong technical and business decision perspective. She continues to be very holistic in her thought process and understands and has a command on the big knobs that drive the commercial solutions and ultimate decisions. She consistently challenges the status quo with her well respected "big picture" thought process. I have a great deal of respect for Lea's technical and commercial skill sets.

Comments by Dalon Schuckman:

No comments

Rating by Lea Frye:

Employee Rating*: E - Exceptional

Employee Comments:

One of my strengths is my ability to keep the big picture in mind. This lends well to my current role on the Shenandoah project team which has a large multi discipline team all working toward a common goal, a sanction decision. This year was more challenging then most given the price environment but as team I feel we have made good choices to continue down the path at a reduced speed.

Integrity and Trust

Rating by Pat McGrievy:

Supervisor Rating*: E - Exceptional

Supervisor Comments:

Lea continues to be a very dependable team player for the Shenandoah Team. She is considered to be reliable and conscientious by her peers and one with high moral standards and solid work ethic. Along these same lines, Lea is always one to be direct and truthful and one with a balanced conviction, despite the fact that her opinions and technical positions toward the project may not be of popular opinion. She consistently delivers high quality results on all of her project work.

Comments by Dalon Schuckman:

No comments

Rating by Lea Frye:

Employee Rating*: E - Exceptional

Employee Comments:

I have always upheld the highest standards in business integrity and ethics. I am known as an individual whom speaks truthfully based on the knowledge at hand and who is willing to admit to my errors. I will not be swayed to bend the truth to fit a purpose. I am known as someone who gets things done and done on time.

Open Communication

Rating by Pat McGrievy:

Supervisor Rating*: A - Acceptable

Supervisor Comments:

Lea is very confident individual who is not shy about vocalizing her thoughts and opinions internal and external to the team, despite whether or not it is of popular opinion. Her viewpoints, however, are usually spot-on, however. Her technical strengths and influential abilities play well at partnership meetings when positions need to be established. Her opinions, however, are usually well-balanced. She is usually timely on delivering information to those who need information to make informed decisions. Lea usually practices diplomacy and tact in stressful or confrontational situations and is always one to listen to another person's position before responding with her own opinions. Lea is well-balanced on seeing and respecting other people's positions and opinions.

Comments by Dalon Schuckman:

No comments

Rating by Lea Frye:

Employee Rating*: A - Acceptable

Employee Comments:

I strive to foster open communication with my counterparts. Communication is important to me but has always been a skill set that does not come easily. With each interaction, meeting and presentation I strive to improve and hope that the effort I give shows. I know there is still room for improvement and I will continue to work in this area.

People and Passion

Rating by Pat McGrievy:

Supervisor Rating*: N - Needs Development

Supervisor Comments:

Lea consistently demonstrates this value with her fellow colleagues in support of their work and efforts during presentations and reviews. She generally is the one to take the lead in building the strategy and organizing the presentation materials for the team. Lea is also extremely passionate about the success of the projects which she supports, as she does a real good job of working with extended team members as she seeks out and usually obtains the right level of detail and information from them.

Area for Improvement: Lea understands the value of building strong professional relationships and she clearly shows unquestionable passion for the success of the project but on occasion her passion can manifest itself openly visible through frustration and an increased level of temperament. She just needs to take a deep breath and relax in tense situations. This can create results which are counteractive to her intentions.

Comments by Dalon Schuckman:

No comments

Rating by Lea Frye:

Employee Rating*: A - Acceptable

Employee Comments:

I come to work to get things done, and I expect that should be evident to those who work with and around me. I push hard, and work every day. Part of what drives me is I enjoy the learning part of this job, and take every opportunity I can to improve my knowledge and skills.

One thing that I think is very unique about me is that I have forged very good working relationships with individuals in virtually every segment of our company. I have found that people differ quite a bit, and by taking note of what is important to different individuals, I can relate to them better, be a better work partner, and motivate them to do their best work.

Servant Leadership**Rating by Pat McGrievy:**

Supervisor Rating*: A - Acceptable

Supervisor Comments:

Lea has been a contributor to a number of GOM initiatives in 2015; examples are the GOM Miocene High Rate Potential wells initiative as well as assisting in multiple spill drills as an RE supporting the flow control group. She demonstrated strong mentoring skills with the summer intern, who was on the borderline of a job offer, as well as Wendy Redpath (new RE for Shenandoah) and also Corrie Beard who she helped mentor in Worst Case Discharge processes. She also work quite closely with Nikhil Joshi, who she helped broaden his awareness and skills sets of being an RE. There have been numerous mentorships with other engineers throughout the year. In general, she recognizes the importance of improving the technical qualities of her immediate and extended team members as the project will ultimately benefit from the time she devotes to mentoring the lesser experienced. She also shares opportunities with her peers to present technical and commercial information to senior management. Generally she is very unselfish in this regard. One more point is that she recognizes team successes is demonstrated by her initiation of "after work happy hours" and for the team to relax and reflect on recent wins.

Comments by Dalon Schuckman:

No comments

Rating by Lea Frye:

Employee Rating*: A - Acceptable

Employee Comments:

I work very hard to do what people ask or need me to do. I feel strongly that before I can ask others to perform at their highest level, I need to be demonstrating that by my own work. From there, I am not afraid to ask, or to expect others to also perform at a high level. I am willing to help others on projects even when not related to my direct work as I have experience in multiple areas of the company. This practice has also helped at times when I need assistance from the other segments of the company, and I feel that people will go out of their way to assist me when needed due in a large part to their appreciation to my style of helping others.

Goals

Goals should be specific, measurable, attainable, relevant and time-bound. Your goals should be aligned to the corporate goals as well as your department and team goals.

Goal Name: Shenandoah EP Submittals and Next Appraisal Well

Goal Description: Collaborate with G&G, drilling and partners on the placement of the next appraisal well. Ensure next appraisal well meets the objectives of the partnership to determine a minimum size to sanction. Work with G&G, drilling and facilities on selecting multiple future development well locations in additional to next appraisal location across WR 51 & WR 52 blocks targeting potential drill center locations. Run worst case discharge calculations for all potential EP locations as part of the EP submittal.

Measurement Source: Hand off of EP documentation to regulatory

Status: Not Yet Started

Start: 03/05/2015

Due: 08/31/2015

Employee Progress Notes:

Plan of share responsibility with another engineer due to work load of other critical timing items.

Supervisor Progress Notes - Preface comments with your name:**Rating by Pat McGrievy:**

Supervisor Rating*: 2 - Meets Expectations

Supervisor Comments:

Unfortunately, we were not able to execute on the preferred Shen 5 L location but this was largely driven by the speed at which the Shen 4 was drilled (80 d actual vs. 150 d. planned). It did not provide the pre-development subsurface team the time to effectively execute on the L location EP. This was further compromised by APC's reduced portfolio of drilling opportunities. In a normal year, we would've found a prospect to insert between Shen 4 and Shen 5, which would've given us time to execute on preferred location.

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Employee Comments:

Less progress on this front was made then I would have liked given the workloads associated with the project team. However, the subsurface team has hosted several partner meetings to keep partners informed on progress and request feedback on the next well location options available. Due to the acceleration of the next well on the rig schedule the team prioritized to a single EP location with a targeted submittal to regulatory by 10/1/2015. Actual submittal to regulatory was on 9/30/2015. Additionally, two well locations were worked in detail through completion of a basis of design for submittal to drilling. By year end, it is my goal to mentor our new reservoir engineer on an AFE submittal for the next appraisal well, Shen 5, complete with a recommendation to management.

Goal Name: Progress Shenandoah Parametric Studies

Goal Description: Work with G&G, Petrophysicst, and technology team members to develop geologic models incorporating an updated structural interpretation and depositional environment learnings from the core and rock properties from core analysis. Incorporate facility and flow assurance input into the different field development concepts to be evaluated. Integrate reservoir and development uncertainties in to reservoir modeling as sensitivities and/or stochastic outcomes for economic evaluation.

Measurement Source: Completion of an updated geologic model(s) complete with reservoir model outputs/results

Status: ☒ **On Track**

Start: 01/01/2015

Due: 10/01/2015

Employee Progress Notes:

Defined scope, goals, and timelines. Set up monthly progress meetings. Geo-models under construction 7/2015 and dynamic modeling strategy in place.

Supervisor Progress Notes - Preface comments with your name:

Rating by Pat McGrievy:

Supervisor Rating*: 2 - Meets Expectations

Supervisor Comments:

Despite the slight setback in delivery of the geo-modeling effort, the team developed a robust but flexible modeling approach, with multiple deterministic outcomes (12), which was fully endorsed by the partnership. We did lose some time collaborating with partners in multiple workshops including whole core, structural interpretation and facies distribution for design and population of the static model, but the fact remains, if we had not included their input, the model would've been rendered meaningless in their perspective. Again, being on a 180 day clock, we can ill-afford to have partners misalignment and this is just one more thing that we can control.

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Employee Comments:

A large effort, across several disciplines, went toward the development of the new geo-models. The exploration team and the development team hosted several workshops with partners to unify the partnership to a common set of models. This effort was highly praised by the partners and has brought a more unified look at the subsurface picture. Due to the efforts to make a set of models that represent the partnership thinking the targeted completion date of the geo-model slipped back in time. However, given the approach taken on the model, it has lead to a more flexibility in the model to react to new information from the on going appraisal operations. The dynamic model work continued to progress while waiting on the updated geo-model to incorporate network modeling for the development concepts to be evaluated. Completion of work is now targeted for end of 1Q 2016 for incorporation in to the economic modeling for concept select.

Goal Name: Inter Disciplinary Communication

Goal Description: Collaborate and work with all key disciplines (drilling, completions, production, 20 K technology group and facilities). Use live link and bi-monthly surface/subsurface meetings to ensure data transfer and communication between teams.

Measurement Source: Feedback from colleagues

Status: ☒ **On Track**

Start: 01/01/2015

Due: 12/31/2015

Employee Progress Notes:

Continued dialog on-going through meetings and workshops. Progressing project team understanding of risks and mitigations through communications.

Supervisor Progress Notes - Preface comments with your name:

Rating by Pat McGrievy:

Supervisor Rating*: 2 - Meets Expectations

Supervisor Comments:

Lea has done a good job of coordinating the efforts and communicating with drilling, completions and facilities teams, inclusive of 20A. Her weekly luncheon meetings have been very effective at keeping everyone informed on the progress of the team.

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Employee Comments:

Continued to hold surface/subsurface meetings held to transfer knowledge and generate discussion between disciplines. These meetings have been an effective means of identifying key decisions points, key risks and potential gaps in technology and/or studies.

Goal Name: Partner Meetings

Goal Description: Coordinate quarterly subsurface partner meetings and co-coordinate quarterly IPT partner meetings. Responsible for presentation content for subsurface parametric studies as well as updates on other on-going studies to keep partners informed and aligned. Utilize Live Link as a tool to share and communicate with partners. Organize workshops as needed to encourage collaboration with partners throughout all project phases.

Measurement Source: Quarterly Meetings through 4Q 2016. Feedback from team and partners on delivery of presentations and collaboration.

Status: [REDACTED]

Start: 03/05/2015

Due: 12/31/2015

Employee Progress Notes:

Increased amount of partner communication from standard quarterly updates. Great progress has been made on narrowing differences in interpretations between partners.

Supervisor Progress Notes - Preface comments with your name:

Rating by Pat McGrievy:

Supervisor Rating*: 1 - Exceeds Expectations

Supervisor Comments:

Achieving and sustaining partner alignment has been the theme for the Shenandoah team in 2015 and moving forward. The team has accomplished this priority through a litany of meetings and workshops aimed at keeping our partners informed and enabling critical constant collaboration to occur. Success at Shenandoah relies on our ability to effectively communicate throughout the appraisal and pre-development process through the sanction phase. Lea has been extremely effective in coordinating and conducting these meetings and workshops.

Rating by Lea Frye:

Employee Rating*: 1 - Exceeds Expectations

Employee Comments:

In addition to the already scheduled quarterly meetings the project team hosted many workshops with partners through out 2015. I played a large role in setting agendas, coordinating presentation content and maintaining a unified message at the subsurface hosted workshops. I also participated in the leadership team for the concept select workshops led by the facility project manger. The entire project team dedicated a large effort to keeping partners informed in a timely manner and to encourage collaboration with all the workshops.

Goal Name: Progress Shenandoah Discovery

Goal Description: Goal is to work project to sanction point in 2017: Work collectively with facility project team, 20K project team, exploration team, internal stakeholders (drilling, completions, FA) and external stakeholders (partnership and BSEE) to progress project in parallel with the appraisal drilling phase to concept select phase and ultimately to sanction in 2017.

Key 2015 focus areas for project will be the completion of Ph2 subsurface parametric studies; completion of concept select studies; progression of 20K technologies; operational and technology maturation (identify and address key challenges for drilling, completions, FA, etc.); collaboration with APC Exploration to influence appraisal data acquisition; and maintain subsurface geo-modeling and dynamic modeling alignment with partnership through routine communication and periodic subsurface partnership meetings.

Measurement Source: Progress toward concept select stage by year end 2015.

Status: **In Progress**

Start: 01/01/2015

Due: 12/31/2015

Employee Progress Notes:

Supervisor Progress Notes - Preface comments with your name:

Rating by Pat McGrlevy:

Supervisor Rating*: 1 - Exceeds Expectations

Supervisor Comments:

Lea continues to an admirable job of progressing and directing the multiple teams that make up the Shenandoah project. This arguably is the most complex and challenging projects in the history of APC from all angles. The major complexities of the project include the deep Wilcox formation with potential compartmentalizing, FA and pressure maintenance challenges; the 20A initiative with the requirement of new technology development in D&C and subsea design; regulatory challenges from a commingling perspective; multiple partnerships with diverse agendas; and further challenged by the 180 day clock and the requirement to run in parallel with the exploration team influencing the location(s) of the next appraisal wells.

Lea has done a very commendable job with the Shenandoah project thus far.

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Employee Comments:

While the team has had some bumps along the road, at the end of the day, great strides have been made to keep on path while still making the right decision to delay concept select and sanction based on increased subsurface uncertainty. Phase two of the parametric studies was slow to get started but has progressed significantly through the efforts of all the team members and is on target to reach completion by end of 1Q 2016. A collaborative effort with our exploration counterparts to gather core and fluids from the appraisal wells has and will continue to support addressing key challenges for completions, operations and flow assurance.

Goal Name: Mentoring

Goal Description: Provide mentorship and training to new Shenandoah team members, specifically geared toward a reservoir engineer's roles and responsibilities on the project team. Provide guidance on training and work flows to enable transitioning in to a new role.

Measurement Source: Contributions of protégé

Status: **On Track**

Start: 01/30/2015

Due: 12/31/2015

Employee Progress Notes:

Mentoring a summer intern in addition to an internal role change engineer.

Supervisor Progress Notes - Preface comments with your name:**Rating by Pat McGrievy:**

Supervisor Rating*: 1 - Exceeds Expectations

Supervisor Comments:

Lea spent a great deal of her time in 2015 mentoring a number of engineers. She demonstrated strong mentoring skills with the summer intern, who was on the borderline of a job offer, as well as Wendy Redpath (new RE for Shenandoah) whom she is currently developing. Also, Corrie Beard who she helped mentor in Worst Case Discharge assessments and one who has become very helpful to Lea as a result. She also work quite closely with Nikhil Joshi, who she helped broaden his awareness and improved his skills sets as an RE. There have been numerous mentorships with other engineers throughout the year, too numerous to mention. In general, she recognizes the importance of improving the technical qualities of her immediate and extended team members as the project will ultimately benefit from the time she devotes to mentoring the lesser experienced. She also shares opportunities with her peers to present technical and commercial information to senior management. Generally she is very unselfish in this regard.

Rating by Lea Frye:

Employee Rating*: 1 - Exceeds Expectations

Employee Comments:

Official mentor roles for this past year includes a summer intern and a new reservoir engineer on the Shenandoah project. Through the summer intern mentoring, I demonstrated the ability to develop the skills required to deliver results for a complex project and present said material successfully. While I can not take credit for developing all the skills learned and demonstrated by the summer intern, I did provide the intern with all the tools required to be successful which includes utilizing our internal experts. Looking forward to my second mentor opportunity with a new engineer in the group with past production experience. This project will have many opportunities to help teach new skill sets ranging from economics, project management, well operations and data analysis. Current operations has lent the opportunity to introduce MDT operations and fluid analysis protocols this year.

Goal Name: Training

Goal Description: Attend either a core and special core analysis course and/or a rock mechanics course.

Complete stage 2 project management training. If time permits, attend relevant conference or other training suggested by supervisor for 2015

Measurement Source: Completion and implementation of training

Status: **Will Not Meet**

Start: 04/20/2015

Due: 12/31/2015

Employee Progress Notes:

No formal training, have been learning as I go through mentorship of peers on project management and rock mechanics. Did attend OTC and several internal Source Control training sessions.

Supervisor Progress Notes - Preface comments with your name:**Rating by Pat McGrievy:**

Supervisor Rating*: 3 - Needs Development

Supervisor Comments:

Lea's ability to commit and participate in external training classes was challenged by her technical workload in keeping the Shenandoah project on schedule. Non the less, her continued effectiveness as a reservoir engineer depends on spending some time on self development. She should be able to find this time in 2016 as she will have two additional reservoir engineers as support on the Shenandoah Project.

Rating by Lea Frye:

Employee Rating*: 2 - Meets Expectations

Employee Comments:

Completed two internal required training modules for the source control team. No external training this year due to time and budget.

Individual Development Activities

Review and identify skills and behaviors needed to effectively meet goals. The Development Plan is completed as part of the Performance Review Process.

Combined Year-End Rating

Determine the alpha and numeric rating for goals and core values.

Combined Year-End Rating A1 - Acceptable/Exceeds Expectations

Section Comments:

Supervisor Overall Comments:

Overall, Lea continues to perform at a high level for the Shenandoah project team. She remains the focal point and coordinator for all technical work relating to the immediate and extended Shenandoah teams. She works well across all disciplines (good technical understanding and drivers of what each team brings to the table) and has built and maintained strong connections with her manager, her counterparts on the drilling, completions, 20A and facility teams as well as the Shenandoah partnership. She has also done quite well in mentoring lesser experienced engineers as evidenced by her work with the summer intern and more recently, getting Wendy Redpath up to speed as an RE on the Shenandoah project. She has clearly earned the technical and professional respect from all who work to support the Shenandoah project.

Employee Overall Comments:

No comments

Signatures

The employee's signature indicates the employee and supervisor have had the performance discussion.

Manager:

Pat McGrievy

Employee:

Lea Frye

Section Comments:

Supervisor Signature Comments: No comments

Employee Signature Comments:

No comments

EXHIBIT 6

Seeking Alpha[®]

Anadarko Petroleum (APC) Robert Al Walker on Q3 2015 Results - Earnings Call Transcript

Oct. 28, 2015 2:55 PM ET

by: SA Transcripts

I think we've done a pretty darn good job of that since 2007, so it's not just all of a sudden we're waking up and trying to do that in 2016.

Evan Calio - Morgan Stanley & Co. LLC

Great, that makes sense. And a second question, if I could. Any guidance on 2016 maintenance CapEx or spend to stay flat, which is likely lower due to efficiencies, drawdowns as well as your offshore startups?

Robert Al Walker - Chairman, President & Chief Executive Officer

Well, I think the number that we've been using recently, it's probably still an appropriate number and that's about \$2.7 billion in terms of that maintenance number you're looking for and that is still a function of lots of things that are assumptions in that including commodity prices and service costs.

So I would call that a good placeholder number, but I don't think there's a lot of precision around it and I'm not sure anybody could give you a lot of precision at any time, when there's as much volatility in the market as there is.

Evan Calio - Morgan Stanley & Co. LLC

That's fair. Congrats on the Shenandoah appraisal. Can you discuss how the results compare to pre-drill expectations or comments on reservoir quality and then go-forward plans? I'll leave it at that. Thanks.

Robert Al Walker - Chairman, President & Chief Executive Officer

Yeah. Thanks, Evan, for the congratulations. Team did a really good job on that and we're real pleased with it. We got 622 feet of pay, what we ended up doing was we tested up to the north with trying to find out where the basin edge was and the first well established where the basin edge was. Then we came in and drilled to the south with a sidetrack and got the 622 feet of pay.

It was all oil. We encountered no water in that. The reservoir quality in the initial assessment looks pretty – well, it looks comparable to everything else we found out there, so very good reservoir quality. We're still in the early stages of that evaluation. We're in the process of getting a core, so we just kicked off and we're going to do a bypass core just right next to this well and that's to establish the reservoir quality in the oil column which will roll directly into our development planning.

So it's very important to get that core and we're just in the process of it. That's going to give us a much better handle on all the fluid properties, all the reservoir properties, but we pushed the lowest known oil down about 400 feet. As I mentioned, we didn't establish an oil-water contact here, so that tells us there's more down below us. And we're looking at what the forward plan is after this bypass core, as to what else we're going to need to turn over to the planning team for the development planning. But we're very encouraged with what we saw and it was all well within the range of expectation of what we had put out there.

Evan Calio - Morgan Stanley & Co. LLC

Thanks, guys.

Operator

And our next question comes from Doug Leggate of Bank of America. Please go ahead.

Doug Leggate - Bank of America Merrill Lynch

Thanks. Thanks, guys. Good morning.

Robert Al Walker - Chairman, President & Chief Executive Officer

Hey. Good morning, Doug. This guy got your last name right.

Doug Leggate - Bank of America Merrill Lynch

Yeah, yeah. I thought you're going to comment on my voice, I sound a little husky this morning. So, guys, on the capital allocation for next year, so I get the living within cash flow. But given the very strong performance you seem to be having in the Delaware, how should we think about how you're allocating capital to your core plays? And could you maybe just touch on where you're not spending capital, what the implications are for potentially there's a lot of asset sales that are likely to deliver this quarter?

Robert Al Walker - Chairman, President & Chief Executive Officer

Seeking Alpha[®]

Anadarko Petroleum's (APC) CEO R. A. Walker on Q4 2014 Results - Earnings Call Transcript

Feb. 3, 2015 3:28 PM ET

by: SA Transcripts

As a result I continue to believe and think it's likely that you are going to see our capital plan evolve through the year based upon the way in which costs sync up with revenue associated with the commodity price environment. Consequently if we get into a much more extended period where we have low commodity prices and we do not have much movement on the service cost side, I think you can anticipate we could very likely drop our capital plans that we come out with to a lower number.

We would achieve that through dropping rigs and not completing wells that we have drilled. So we have a lot of flexibility built into what we are proposing to our Board here and as a result I see the initial capital plan as one that is just a starting point.

Doug Leggate

I appreciate the answer. I guess my follow-up is hopefully a bit more positive and I guess it seems to me from the ops report the results from Shenandoah and Paon, I guess these are higher profile wells you have. I am just wondering if you are -- the guys are stationed now where you can talk about potential scale in both cases and potential development schedules for those potential assets, but I realize it might be a little early but just order of magnitude and potential timing would be really helpful. Thanks.

R. A. Walker

Yeah, you bet, it's a little early I think you probably are correct in that comment and Bob and Jim Kleckner respectively can address some of your question more specifically. But I think as it relates to how we take those development I am not concerned today about how we would necessarily do that from a technical standpoint, how it fits into our capital allocation plans in future years. I think of that as little bit more of a coming attraction once we understand better what the costs really are to take those two first lifting or first production.

So why don't we handle the Shenandoah question first and then come back to the Paon question a little bit because I think they do somewhat go hand in hand and Jim needs to add something around what Bob has to say.

Robert P. Daniels

Hey Doug, good morning. At Shenandoah I'll start there, we are so excited about what we are seeing there. We have got very good results for what we set out to do at the most recent appraisal well. If you remember that appraisal well was several miles away and about 1,500 feet down dip of the number 2, I guess 2.3 miles to the east and 1,500 feet down there. And we are looking to see if we can establish oil water contacts at that location. So we knew it be very far down there and close to that.

We want to look at the lateral sand and the reservoir continuity; we want to look at quality of sands in that area because as we get down closer to oil water contact we have to get an idea about the drive mechanism and would we have an effective water drive then for recovery.

We had a model that we would see potential interval expansion as we move to off structure and then we want to get pressure data to show pressure continuity into the other number 2 well.

So overall we are looking to understand the oil in place better and the potential recovery mechanism. But if you look at the results we really did all of that. We have excellent lateral sand continuity. The packages are all present, they are very well co-relatable. They have expanded, so that model of expansion did work out. We had up to about 1,470 feet of gross sand section versus a 1,000 feet that we

had in the number 2 well. The oil/water contacts were not encountered in the well based on the pressure data we were able to project those up. So we got a much better handle on the oil in place and that has expanded. We have more confidence on it.

So that was a very positive thing. Reservoir quality was good. So that gives us lot of confidence on the potential for the water drive. So we got a lot more confidence on our geologic model and the eastern side of our structural interpretation. We have gotten out pipeline over there. And then the potential for the active water drive and a much higher confidence level on oil/water contacts for the field lie.

EXHIBIT 7

Frye, Lea

From: McGrievy, Pat
Sent: Monday, August 18, 2014 9:12 PM
To: Oudin, Chip; Frye, Lea; Chandler, Paul
Subject: RE: August Shenandoah Meetings

I sat down with Tim Trautman this afternoon to talk about presenting alternate interpretations to our partnership and he indicated that Ernie was adamant about showing only one unified APC interpretation but I did get the sense that Tim understood our position and may be willing to negotiate the word-smithing or messaging with our partners as it relates to the modeling work that we are conducting. We may have to lean on COPC to get the message out during the meeting. I think the fact that we are running sensitivities on smaller per well recoveries may suggest to our partners that it could be smaller without actually showing or saying it.

Pat

From: Oudin, Chip
Sent: Monday, August 18, 2014 11:12 AM
To: McGrievy, Pat; Frye, Lea; Chandler, Paul
Subject: RE: August Shenandoah Meetings

I will need guidance on #2, as I disagree with the unfaulted tank model as currently carried by Exploration post-Yuc-2 (see attached). Depending on what's been shown, to whom it's been shown, and when it was shown, we may be stuck (politically) between a rock and a hard place. Especially if interested third parties are involved in any of the basin discoveries...

From: McGrievy, Pat
Sent: Monday, August 18, 2014 10:47 AM
To: Oudin, Chip; Frye, Lea; Chandler, Paul
Subject: FW: August Shenandoah Meetings

FYI, on bullet #2. I'll get to the bottom of this by EOD if I can get a few minutes of Tim's time. Bullet #4 and #5 also intriguing.

From: Trautman, Tim
Sent: Monday, August 18, 2014 9:48 AM
To: McGrievy, Pat
Cc: Ramsey, Jake; Kendall, Beth; Pachman, Jeff; Strickling, Robert; Camden, Chris; Blakeley, David
Subject: RE: August Shenandoah Meetings

Pat,

Here are the items which we would like to discuss at the meeting this Wednesday.

Items to discuss:

- (1) Review development's "key" slides for upcoming Shenandoah partner's meeting
- (2) Make sure APC is presenting only one set of structure maps to partners
- (3) Revisit coring recommendation criteria (costs, coring intervals, and core footage)

- (4) Discuss the next Shenandoah appraisal well location (scheduled for 2015) assuming we "find contacts" as projected from Yucatan pressure gradients (and no other surprises from the current drilling well).
- (5) What do we do if we cannot get approval for an SOO at Coronado (because we want to keep the rig at Shenandoah for a subsequent coring operation)? Hopefully, we can reach T.D. on the current well., conduct our FE program, and complete a by-pass coring operation by November 15?

Thanks, Tim

From: McGrievy, Pat
Sent: Monday, August 11, 2014 9:45 AM
To: Trautman, Tim
Cc: Ramsey, Jake; Kendall, Beth; Pachman, Jeff; Strickling, Robert; Camden, Chris; Blakeley, David
Subject: RE: August Shenandoah Meetings

Yes, we can do that.

From: Trautman, Tim
Sent: Monday, August 11, 2014 9:40 AM
To: McGrievy, Pat
Cc: Ramsey, Jake; Kendall, Beth; Pachman, Jeff; Strickling, Robert; Camden, Chris; Blakeley, David
Subject: August Shenandoah Meetings

Pat,

Could your asset team give the Shenandoah exploration team an overview of what you plan to discuss with the partners on August 26 and 28.

Maybe this could be the agenda for our monthly SHENANDOAH meeting scheduled for AUGUST 20.

Thanks, Tim

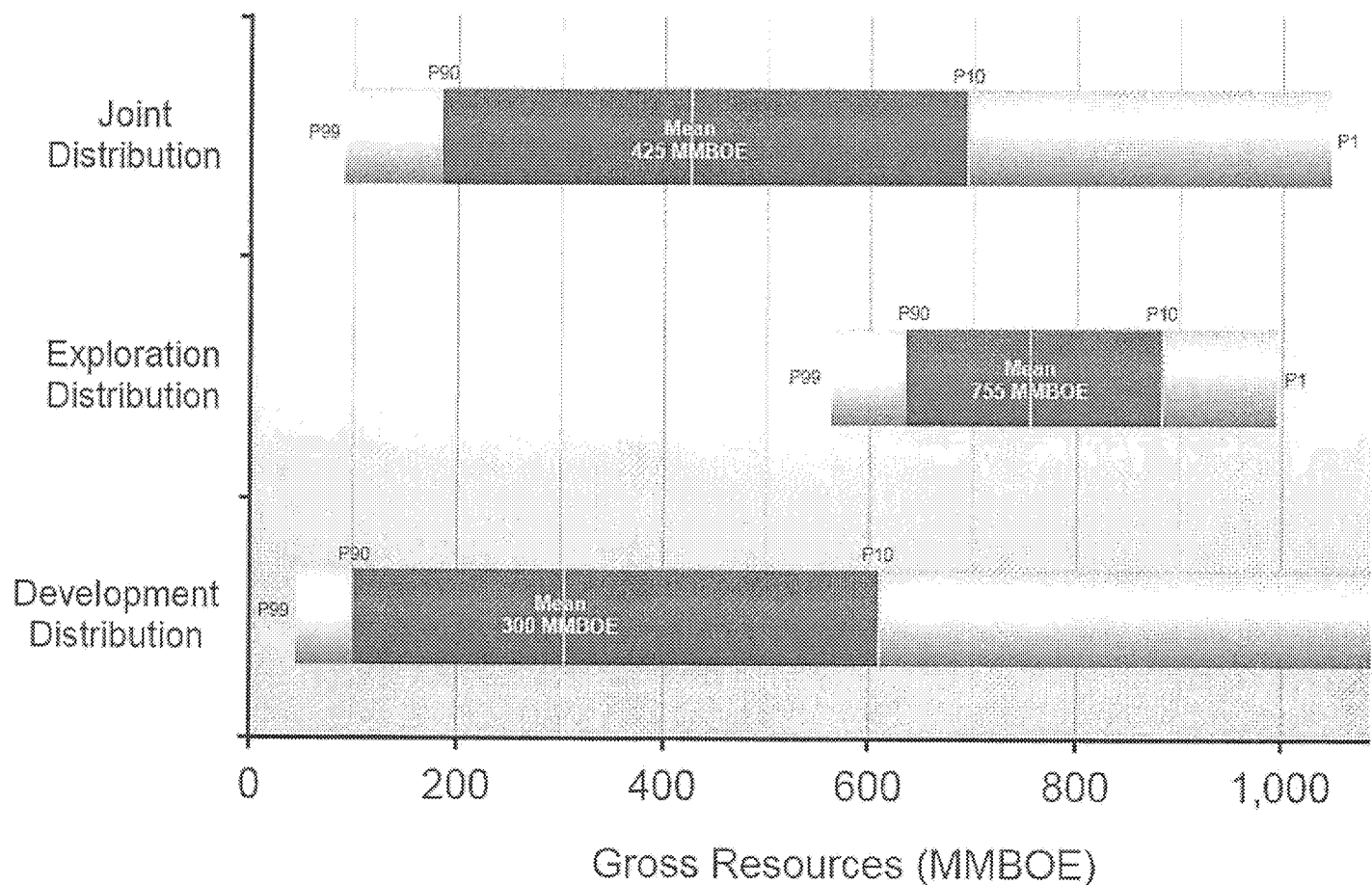
EXHIBIT 8

Frye, Lea

From: Camden, Chris
Sent: Thursday, January 14, 2016 7:48 AM
To: Trautman, Tim; Strickling, Robert; McGrievy, Pat
Cc: Oudin, Chip; Chandler, Paul; Frye, Lea; Prosser, Wendy; Johnson, Breck; Kendall, Beth
Subject: RE: Final Joint Expl & Dev Shenandoah MMRA

Found a typo on the graph – the Joint Distribution Mean should read 425, not 465. The bar is in the correct place, just had a typo in the text. See below for corrected graph.

Shenandoah Resource Estimates - Post Shen



Chris

From: Camden, Chris
Sent: Wednesday, January 13, 2016 4:17 PM
To: Trautman, Tim; Strickling, Robert; McGrievy, Pat
Cc: Oudin, Chip; Chandler, Paul; Frye, Lea; Prosser, Wendy; Johnson, Breck; Kendall, Beth
Subject: Final Joint Expl & Dev Shenandoah MMRA

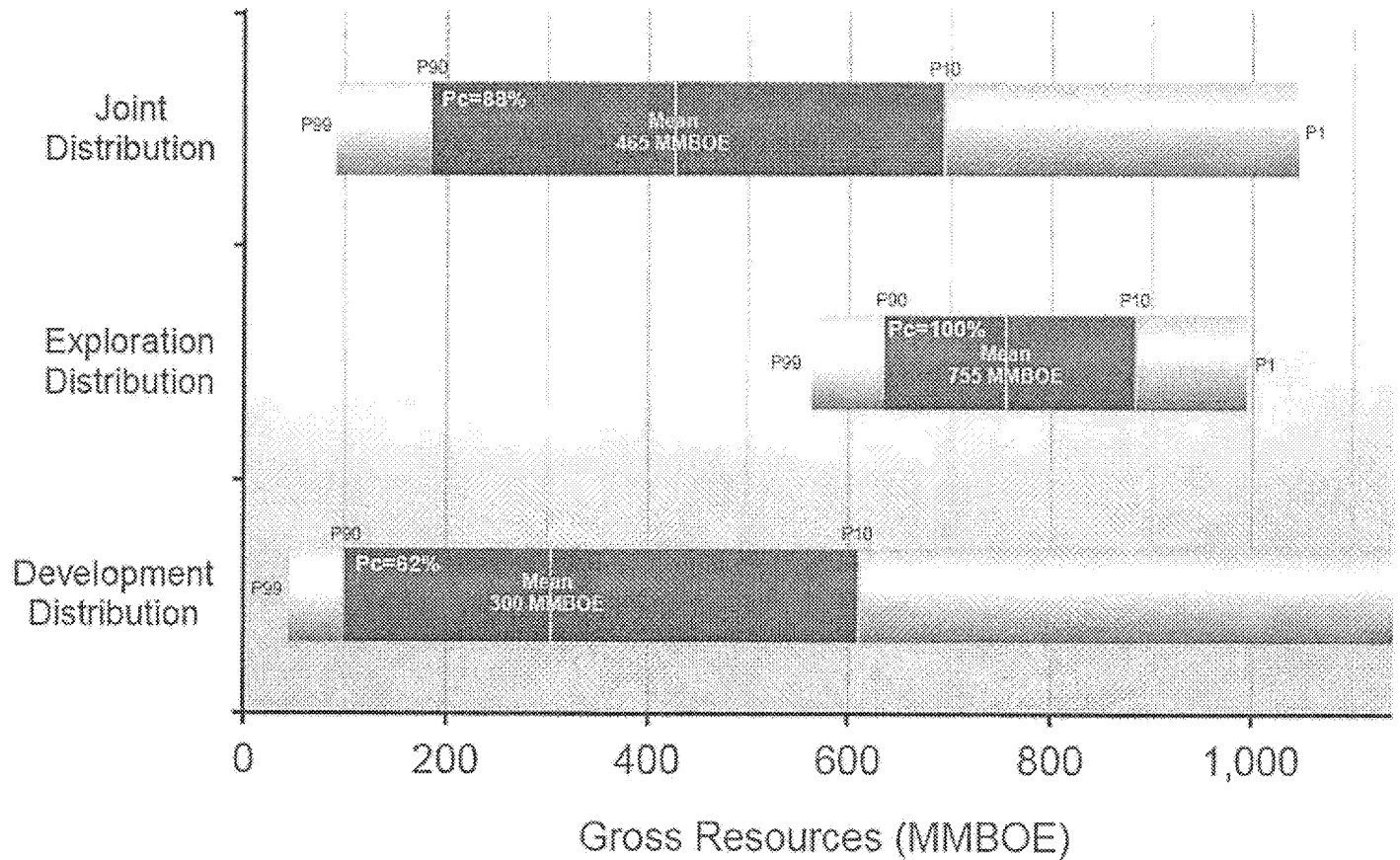
Folks,

Attached please see our joint Shenandoah Area MMRA on a chart showing its context with previous resource distributions. We had very good effort by the teams to agree (or at least, compromise) on the best methodology and input assumptions. Summary of key points below:

- We modeled the Eastern and Western areas as two separate MMRA's, then Multi-Zoned the two for a full-field distribution
 - Intent was to capture the two areas of the field's different risk profiles and uncertainties
- Main focus of our discussions (and differences) were centered around the P90 areas
 - Both team's members felt strongly about their P90 areas estimation logic
 - Eventually compromised on these numbers, landing on a mid-point number between the two team's desired areas
- Both teams agreed that this next well (#5) should have a significant impact on:
 - Defining P90 volumes
 - Shen #5 success = Post well distribution would look more like the Exploration distribution
 - Shen #5 failure = Post well distribution would feature a P90 more like the Joint Distribution on the low end, and a greatly reduced P1 and P10
 - Determination of if we are at MEFS
 - Understanding OWC's
 - Refining resource estimates associated with Shen #6 location

Please let us know if we need to set up a meeting to review further. At this point, Lea and Wendy are moving forward with refining the economic model using this distribution, for an eventual Shen #5 AFE submission.

Shenandoah Resource Estimates - Post Shen #4



Thanks !

Chris Camden
 Deepwater Exploration Engineering
 Anadarko Petroleum Corporation
 Direct: 832-636-2861
 Cell: 832-217-9360

EXHIBIT 9

Anadarko Investors

Anadarko Announces Shenandoah Appraisal Well Encounters More Than 1,000 Net Feet of Oil Pay

HOUSTON, TX -- (MARKETWIRE) -- 03/19/13 -- Anadarko Petroleum Corporation (NYSE: APC) today announced its Shenandoah-2 well in the deepwater Gulf of Mexico encountered more than 1,000 net feet of oil pay in multiple high-quality Lower Tertiary-aged reservoirs.

"The successful Shenandoah-2 well marks one of Anadarko's largest oil discoveries in the Gulf of Mexico, with more than 1,000 net feet of oil pay and reservoir rock and fluid properties of much higher quality than previously encountered by industry in Lower Tertiary discoveries," said Bob Daniels, Anadarko Sr. Vice President Deepwater and International Exploration. "With ownership in the successful Shenandoah wells, the adjacent Yucatan prospect, and the very encouraging results from the nearby Coronadowell, Anadarko is strategically positioned in the Shenandoah Basin, which has the potential to become one of the most prolific new areas in the deepwater Gulf of Mexico."

The Shenandoah-2 well, located in Walker Ridge block 51, was drilled to a total depth of 31,405 feet in approximately 5,800 feet of water, more than 1 mile southwest and approximately 1,700 feet structurally down-dip from the Shenandoah-1 discovery. Similar to the initial Shenandoah discovery well, log and pressure data from the Shenandoah-2 well indicate excellent-quality reservoir and fluid properties. The well was drilled to test the down-dip extent of the accumulation, and the targeted sands were full to base with no oil-water contact.

"We are incorporating the information obtained from Shenandoah-2 into our planning and anticipate further appraisal drilling to advance this potentially giant project," Daniels added.

Anadarko is the operator of the Shenandoah-2 well and the previously announced Shenandoah-1 discovery well, located in Walker Ridge block 52, with a 30-percent working interest. Other co-owners in Shenandoah are ConocoPhillips (NYSE: COP) with a 30-percent working interest, Cobalt International Energy L.P. (NYSE: CIE) with a 20-percent working interest, Venari Resources LLC with a 10-percent working interest and Marathon Oil Company (NYSE: MRO) with a 10-percent working interest.

Additionally, in the Shenandoah Basin, Anadarko has a 15-percent working interest in both the Coronado well, located in Walker Ridge block 98, and the Yucatan prospect, located in Walker Ridge block 95.

A map of the Shenandoah Basin in the deepwater Gulf of Mexico will be available under the "Media Center/Anadarko News" tab at www.anadarko.com.

Anadarko Petroleum Corporation's mission is to deliver a competitive and sustainable rate of return to shareholders by exploring for, acquiring and developing oil and natural gas resources vital to the world's health and welfare. As of year-end 2012, the company had approximately 2.56 billion barrels-equivalent of proved reserves, making it one of the world's largest independent exploration and production companies. For more information about Anadarko and APC Flash Feed updates, please visit www.anadarko.com.

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Anadarko believes that its expectations are based on reasonable assumptions. No assurance, however, can be given that such expectations will prove to have been correct. A number of factors could cause actual results to differ materially from the projections, anticipated results or other expectations expressed in this news release, including Anadarko's ability to successfully drill, complete, test and produce the wells and prospects identified in this news release. See "Risk Factors" in the company's 2012 Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other public filings and press releases. Anadarko undertakes no obligation to publicly update or revise any forward-looking statements.

PDF Attachment Available: http://media.marketwire.com/attachments/201303/58726_APCShenandoahBasinMap3-19-13.pdf


ANADARKO CONTACTS

MEDIA:

John Christiansen, john.christiansen@anadarko.com, 832.636.8736
 Brian Cain, brian.cain@anadarko.com, 832.636.3404
 Christina Ramirez, christina.ramirez@anadarko.com, 832.636.8687

INVESTORS:

John Colglazier, john.colglazier@anadarko.com, 832.636.2306
 Brian Kuck, brian.kuck@anadarko.com, 832.636.1397
 Bill Tedesco, william.tedesco@anadarko.com, 832.636.3375

Additional assets available online:  Documents (2)

<http://investors.anadarko.com/2013-03-18-Anadarko-Announces-Shenandoah-Appraisal-Well-Encounters-More-Than-1-000-Net-Feet-of-Oil-Pay>